

RESOLUTION NO. 22-36

**A RESOLUTION OF THE TAHOE CITY PUBLIC UTILITY DISTRICT
ADOPTING THE BOARD OF DIRECTOR'S POLICY MANUAL**

WHEREAS, the Tahoe City Public Utility District was formed pursuant to the California Public Utility District Act; and

WHEREAS, the Tahoe City Public Utility District is governed by an elected Board of Directors; and

WHEREAS, the Board of Directors has determined that establishing a Board of Director's Policy Manual to set forth clear guidelines and expectations for members of the Board of Directors is in the best interest of the District and its constituents.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Tahoe City Public Utility District as follows:

1. The "Board of Director's Policy Manual", a copy of which is attached hereto and by this reference incorporated herein, and the policies contained therein are hereby approved and adopted by this District.
2. That with approval and adoption of this "Board of Director's Policy Manual", the previously adopted "Code of Ethics/Board Norms" District Policy, adopted June 17, 2016, the revised and updated content of which has now been incorporated into the "Board of Director's Policy Manual" is hereby rescinded.

PASSED AND ADOPTED on the 18th day of November 2022, at a regular meeting of the Board of Directors of Tahoe City Public Utility District by the following vote:

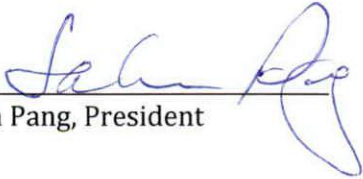
AYES: Scoville, Friedman, Beals, Wilkins, Pang

NOES: None

ABSENT: None


TAHOE CITY PUBLIC UTILITY DISTRICT

BY:



John Pang, President

ATTEST:



Terri Viehmann, District Clerk

Tahoe City Public Utility District Board of Director's Policy Manual

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I. MISSION STATEMENT

The mission of the Tahoe City Public Utility District is to serve people, our community, and its environment. It is our responsibility to provide safe and reliable water service, sewer service for the protection of public health, and parks and recreation services to enhance quality of life. It is our commitment to accomplish these and other tasks within the scope of the Public Utility District Act, as amended, in a sound fiscal manner.

II. VISION STATEMENT

“Building a healthy mountain community through our passion for public service.”

III. CORE VALUES

The Board of Directors adopted the following set of District Core Values and shall at all times endeavor to model these Core Values.

Service – *We extend our passion for service to all we encounter and consider the following as our “customers”; rate payers, fellow team members, contractors, Board of Directors, agencies, taxpayers, visitors and the entire community we serve.*

We:

- ◆ Greet and welcome every “customer”
- ◆ Offer our assistance
- ◆ Treat all “customers” consistently and equally
- ◆ Go “above and beyond” to build and maintain positive relationships with our “customers”
- ◆ Take ownership of and follow through on all issues until resolved, (no matter who ultimately resolves the issue)

Professionalism – *We are a team of professionals that take pride in always doing what is right. We value our role as financial stewards and are dedicated to serving our community in the most efficient, effective and safe manner.*

We:

- ◆ Lead by example and represent our fellow team members, the District and our Community in a positive manner at all times
- ◆ Maintain a professional appearance
- ◆ Are punctual and dependable at all times
- ◆ Maintain the highest integrity at all times by being honest, dependable and trustworthy
- ◆ Actively look for ways to improve efficiency, productivity, processes and tasks
- ◆ Maintain vigilance regarding our safety, the safety of team members, and of our community

Teamwork – *We put team success first and work to promote cooperation and commitment within the District to fulfill our mission and serve our community. We believe that together we achieve more.*

We:

- ◆ Actively seek ways to collaborate with team members throughout the District
- ◆ Encourage District wide team unity by willingly sharing resources, knowledge and time
- ◆ Display an understanding of how our job relates to others
- ◆ Recognize and support the ideas, achievements and contributions of team members
- ◆ Treat team members and “customers” with respect at all times
- ◆ Take responsibility for our actions

Initiative – *We are committed to the pursuit of excellence and believe that innovation, learning and growth are critical to that pursuit. We all act like owners and take personal responsibility for the District’s success.*

We:

- ◆ Are proactive in identifying what needs to be done and taking action before being asked
- ◆ Identify problems/issues promptly and offer solutions
- ◆ Actively seek increased responsibility
- ◆ Ask for help when needed
- ◆ Actively seek and participate in new learning
- ◆ Embrace and support change

Communication – *We value relationships in all areas and believe that communication is fundamental to the success of our team, our “customers” and our community.*

We:

- ◆ Use open, honest and direct communication at all times
- ◆ Create a climate of trust
- ◆ Listen effectively
- ◆ Communicate positively, effectively and promptly in both oral and written form
- ◆ Are impartial, polite and approachable in all interactions with team members
- ◆ Actively seek and provide positive, constructive feedback

IV. CORE OPERATING PRINCIPLES

Service

- ◆ Maintain District flexibility in order to best serve the community
- ◆ Ensure regulatory agency coordination and compliance with all applicable standards
- ◆ Meet or exceed all water quality and water loss standards
- ◆ Reduce sanitary sewer overflows and infiltration & inflow in the collection system
- ◆ Perform leak detection, water audits, and repair all known water leaks in a timely fashion
- ◆ Monitor, evaluate, report on, and develop recreation programs as needed

People

- ◆ Demonstrate District Core Values in all interactions
- ◆ Emphasize trainings and activities around District Core Values
- ◆ Provide regular training and cross training & encourage professional development
- ◆ Participate with outside organizations and agencies & in community activities
- ◆ Prioritize the safety and health of employees and the community

Efficiencies

- ◆ Evaluate cost-effective alternatives for service delivery
- ◆ Research and monitor opportunities for cost savings
- ◆ Leverage technology to increase efficiencies & effectiveness
- ◆ Evaluate and renew agreements and leases with agencies and other partners as needed
- ◆ Monitor and evaluate business operations to identify areas for improvement

Financial Stewardship

- ◆ Promote financial transparency to customers and taxpayers
- ◆ Maintain appropriate reserves per District policy
- ◆ Pursue all applicable funding opportunities for District projects and initiatives
- ◆ Monitor and protect District technology and data
- ◆ Manage risk exposure throughout District

V. AUTHORITY OF BOARD

- a. The Board of Directors shall act only at properly noticed regular, regularly adjourned, special or adjourned special meetings, as provided by State Law.
- b. Individual Directors shall have no power to act for the Tahoe City Public Utility District, or the Board of Directors, or to direct District staff, except as authorized by the Board of Directors.
- c. Until a quorum is present there can be no meeting of the Board of Directors. The presence of a minimum of three (3) Board members is required to constitute a quorum of the Board of Directors.

VI. CODE OF ETHICS/BOARD NORMS

To reinforce the commitment to providing excellence in legislative leadership that results in the provision of the highest quality of services to the constituents and users, and to assist in the government of the behavior between and among members of the Board of Directors, District staff and the public, the following rules shall be observed:

- a. The dignity, style, values and opinions of each Board member shall be respected.
- b. Responsiveness and attentive listening in communication is encouraged.
- c. The needs of the District's constituents and community should be the priority of the Board of Directors.
- d. The primary responsibility of the Board of Directors is the formulation and evaluation of Policy. Routine matters concerning the procedures or operational aspects of the District are to be delegated to the General Manager or other professional staff members of the District.
- e. Decisions should be based on careful consideration of financial impacts, considering the long-term financial stability of the District. Board members should commit themselves to focusing on issues and the presentation of the opinions of others should be encouraged.
- f. Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board of Directors takes action, Board members should commit to supporting said action and not create barriers to the implementation of said action, whether or not a particular Director voted in support of the action.
- g. Board members should practice the following procedures:
 - i. In seeking clarification on informational items, individual Board members may directly approach the General Manager to obtain information needed to supplement, upgrade, or enhance their knowledge to improve their legislative decision-making.
 - ii. In handling complaints from residents, property owners and users of the District's services and facilities, said complaints should be referred directly to the General Manager and should not be handled by the individual Board member.
 - iii. In handling items related to safety, concerns for safety or hazards, said items should be reported to the General Manager or to the District office. Emergency situations should be dealt with immediately by seeking appropriate assistance.

- h. When approached by District personnel concerning specific District policy, Board members should direct such inquiries to the General Manager. The chain of command should be followed.
- i. The work of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District. Each individual Board member should be cognizant of his or her individual role, and the extent of his responsibility/authority.
- j. When responding to constituent and user requests and concerns, Board members should be courteous, responding to individuals in a positive manner and routing their questions through the General Manager. Later follow-up with the General Manager is desirable and should be encouraged.
- k. Board members should develop a working relationship with the General Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.
- l. Board members should function as a part of the whole.
- m. Board members are responsible for establishing the goals and objectives of the District and monitoring the progress in attaining the goals and objectives, while pursuing the mission.

VII. ETHICS TRAINING

The Board of Directors, designated staff and members of all commissions, committees and other bodies that are subject to the Brown Act shall receive two hours of training in general ethics principles and ethics laws relevant to public service within one year of election or appointment to the board of directors and at least once every two years thereafter, pursuant to Government Code Sections 53234 et seq. as may be amended from time to time.

VIII. DISCLOSURE OF CONFIDENTIAL/PRIVILEGED INFORMATION

The Board of Directors recognizes the importance of maintaining the confidentiality of information acquired as part of a Board member's official duties. Confidential/privileged information shall be released only to the extent authorized by law.

- a. Disclosure of Closed Session Information:
 - i. A Board member shall not disclose confidential information acquired during a closed session to a person not entitled to receive such information, unless a majority of the Board has authorized its disclosure.
 - ii. Confidential information means a communication made in a closed session that is specifically related to the basis for the Board to meet lawfully in closed session.
 - iii. The Board shall comply with Government Code §54963(e) and shall not take any action set forth in Government Code §54963(c) against any person for disclosing confidential information, when the person is:
 - 1. Making a confidential inquiry or complaint to the district attorney or grand jury concerning a perceived violation of law, including disclosing facts necessary to establish the illegality or potential illegality of a Board action that has been the subject of deliberation during a closed session.
 - 2. Expressing an opinion concerning the propriety or legality of a Board action in closed session, including disclosure of the nature and extent of the illegal or potentially illegal action.

IX. ELECTRONIC COMMUNICATION

The Board of Directors recognizes that electronic communication among Board members and between Board members, District staff and members of the public is an efficient way to communicate and expedite the

exchange of information and to help keep the community informed about the goals, programs and achievements of the District. Board members shall exercise caution to ensure that electronic communications are not used as means for the Board to deliberate outside of an agenda Board meeting.

- a. A majority of the Board shall not, outside of an authorized meeting, use a series of electronic communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item that is within the subject matter jurisdiction of the Board. (Government Code §54952.2(b)(1))
- b. Subsection (a), above, shall not be construed as preventing a member of the Board from engaging 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 a matter that is within the subject matter jurisdiction of the Board provided that a majority of the Board do not use the internet-based social media platform to discuss among themselves business of a specific nature that is within the subject matter jurisdiction of the Board. A member of the Board shall not respond directly to any communication on an internet-based social media platform regarding a matter that is within the subject matter jurisdiction of the Board that is made, posted, or shared by any other member of the Board. (Government Code §54952.2(b)(3)(A))
- c. Examples of permissible electronic communications concerning District business include, but are not limited to, dissemination of Board meeting agendas and agenda packets, reports or activities from staff, and determinations/reminders regarding meeting times, dates and places.
- d. A Board member may respond, as appropriate, to an electronic communication received from a member of the community and should make clear that his/her response does not necessarily reflect the views of the Board as a whole. Any complaint or request for information should be forwarded to the General Manager or District Clerk.
- e. Board members may use electronic communications to discuss matters other than District business with each other, regardless of the number of members participating in the discussion.
- f. Like other writings concerning District business, a Board member's electronic communication may be subject to disclosure under the California Public Records Act.
- g. As all communications during a public Board meeting are subject to the California Public Records Act. Board members will not use electronic communication devices during Board meetings to communicate either internally or externally regarding District business.

X. GOVERNING LAWS

The Board of Directors shall comply with and shall be guided by applicable provisions of federal, state and local laws and regulations, this Policy Manual, and the rules and regulations of the District as established by the motions, resolutions and ordinances enacted by the Board of Directors.

XI. ELECTIONS OF OFFICERS

There shall be two (2) Board officers: a president and a vice-president, who shall be members of the District Board of Directors elected by the Board at the regularly scheduled December Board meeting. The newly elected Board President begins their term at the regularly scheduled January Board meeting.

Elections of officers shall be held at the first (1st) Board of Directors meeting in December of each calendar year. Officers will serve for a one (1) year term, unless a majority of the Board votes to extend or shorten the term.

XII. ROLE OF THE BOARD - POWERS, DUTIES AND FUNCTIONS

a. Powers

The Board of Directors is responsible for the establishment of policy and general control of the District. This broad authority shall be exercised in accordance with all applicable federal, state and local laws and regulations. The Board of Directors may execute any powers authorized by law to the District and shall discharge any duty imposed by law upon the District.

The California Public Utilities Code empowers the Board of Directors to have broad authority and flexibility in carrying out financial programs and activities which meet the District's individual needs, provided these programs or activities are not in conflict with, inconsistent with, or preempted by law.

b. Duties

The primary duties of the Board of Directors are as follows:

- i. Participate in Board and committee meetings
- ii. Solicit public opinion
- iii. Communicate with constituency
- iv. Represent the District in the community
- v. Set District policy, guidelines, and priorities
- vi. Review and approve goals, budgets, plans, and programs
- vii. Authorize budgetary impacts related to staffing, including changes to the number of full-time staff positions
- viii. Authorize new capital projects
- ix. Authorize any amendments to approved annual budgets
- x. Authorize monetary transfers between the Funds of the District and the use of undesignated or unassigned funds
- xi. Periodically review and evaluate District operations
- xii. Attend District ceremonies and functions
- xiii. Work cooperatively with other Directors, District staff, and the public

c. Functions

The powers and duties of the Board of Directors include governance, executive and quasi-judicial functions. These relate to the Board's own operations as a governing body and to all functions of the District.

i. Governance Functions

To fulfill its responsibility, the Board is committed to establishing policies to govern District activities. The Board of Directors shall consider and approve or disapprove matters submitted to it by a Director, Staff, or the public. The Board of Directors shall prescribe rules for its own governance which are consistent with the California Public Utility District Act or by Federal or State Laws and regulations.

ii. Executive Functions

The Board of Directors is authorized to delegate any of its powers and duties to an officer or employee of the District. The Board of Directors; however, retains ultimate responsibility over the performance of those powers or duties so delegated.

iii. Quasi-Judicial Functions

In limited situations, the Board performs quasi-judicial functions.

1. The Board of Directors desires that public complaints be resolved at the lowest possible administrative level. The method of resolving public complaints shall be as follows:
 - a. The individual with a complaint shall first discuss the matter with the General Manager. If this individual registering the complaint is not satisfied with the disposition of the complaint by the General Manager, said complaint may be filed with the Board of Directors.
 - b. The Board of Directors may consider the matter at a subsequent regular meeting or call a special meeting. The Board of Directors will endeavor to expeditiously resolve the matter.
 - c. This policy in no way prohibits or intends to deter a member of the public from appearing before the Board of Directors to present a verbal complaint or statement regarding actions of the Board of Directors, District programs or services, or impending considerations of the Board of Directors.
2. The Board of Directors hears and decides appeals made to it under certain District ordinances.

XIII. ROLE OF INDIVIDUAL DIRECTORS

The Board of Directors is the unit of authority for the District. Apart from their normal function as a part of this unit, individual Directors may not commit the District to any policy, act or expenditure unless duly authorized by the Board of Directors. Nor may an individual Director direct staff to perform specific duties unless duly authorized by the Board of Directors. Directors do not represent any factional segment of the constituency, but are, rather, a part of the body which represents and acts for the constituency as a whole.

- a. Each Director has the right to place an item on a subsequent Board of Directors Meeting agenda by submitting a request to the President of the Board or the General Manager. The deadline for submittal of an agenda item by a Director shall be the second Wednesday of the month at 5:00 p.m. before the regularly scheduled Board of Directors meeting held on the third Friday of each month. Agenda item requests received after the submittal deadline for a specific agenda will be added to the next following regularly scheduled agenda.
- b. Directors will make every effort to attend assigned Board of Directors and Committee meetings, to prepare adequately for each such meeting, and to observe the rules of decorum as set forth herein. Whenever an individual Director will be absent or late for a Board of Directors or Committee meeting said Director shall notify the General Manager or Clerk of the Board at the earliest opportunity.
- c. When requesting information from staff, Directors shall contact the General Manager. When responding to constituent requests and concerns regarding operations of the District, Directors should reroute such inquiries to the General Manager.

XIV. BOARD OF DIRECTORS MEETINGS

a. Regular Time and Place of Meetings

The Board of Directors shall provide for the time and place for holding regular Board of Directors meetings. The time and place for holding regular Board of Directors meetings shall be established at the Board of Directors meeting in December of each calendar year.

Regularly scheduled meetings of the Board of Directors shall generally be held on the third (3rd) Friday of each month at 8:30 a.m.; at the District Offices, 221 Fairway Drive, Tahoe City, CA., unless otherwise specified by action of the Board of Directors. Special meetings of the Board of Directors, as that term or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code Section 54950 et seq.), may be duly authorized and held as deemed necessary by the President or a majority of the Board of Directors. Notice and location of special meetings shall be as prescribed by law. Emergency meetings of the Board of Directors, as that term or its successor terms are defined within the meaning of the Ralph M. Brown Act, duly authorized and held as deemed necessary only by a majority of the Board of Directors. Notice and location of emergency meetings shall be as prescribed by law.

b. Public Nature of Meetings

All meetings of the Board of Directors shall be open to the public, except when the Board is convened in Closed Session as authorized under provisions of the Ralph M. Brown Act (California Government Code Section 54950 et seq.).

c. Quorum and Voting Requirements

The presence of three (3) or more Directors shall constitute a quorum for the transaction of District business. No ordinance, resolution or motion shall be passed by the Board of Directors without a majority vote of the Board unless otherwise required or prescribed by state law.

d. Abstentions and Failure to Vote

Directors should not abstain from the Board's decision-making responsibilities unless a personal or financial conflict of interest exists. Directors abstaining due to a qualifying conflict of interest will not be counted as part of a quorum and will be considered absent for the purposes of determining the outcome of a vote on the matter. Directors who fail to vote in the absence of a declared conflict of interest will be counted as part of a quorum and in effect consent that a majority of the quorum will determine the outcome of a vote on the matter.

e. Board Action

The Board of Directors shall act only by ordinance, resolution, or motion. Except where action is taken by the unanimous vote of all Directors present and voting, or as otherwise required by the Ralph M. Brown Act, the ayes and noes shall be taken upon the passage of all ordinances, resolutions or motions and shall be entered in the minutes. All ordinances shall become effective no less than thirty (30) days after its passage. Unless otherwise provided by its own terms, all resolutions and motions shall become effective upon adoption. Any member of the Board of Directors, including the President, can make a motion. The President may vote on all motions unless disqualified or abstaining. The President shall not call for a vote on any motion until sufficient time has been allowed to permit any and all members of the Board of Directors to

speak. Complex motions should generally be prepared in writing and read aloud to the members of the Board of Directors at the time the motion is made. If a motion is not in writing, and if it is necessary for full understanding of the matter before the Board of Directors, the President shall restate the question prior to the vote. Common motions may be stated in abbreviated form and will be put into complete form in the minutes. Until the President states the question, the maker may modify their motion or withdraw it completely.

f. Board Direction

The Board may give directions that are not formal actions. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the General Manager. The President shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as refer the matter to the General Manager for review and recommendation, etc.). Informal action by the Board is still Board action and shall only occur regarding matters that appear on the agenda for the Board meeting during which said informal action is taken.

g. Routine Business/Consent Calendar

All items listed under the consent calendar are routine and/or have been reviewed by committee and will be approved by one motion. There will be no separate discussion of these items unless a Board member or staff person requests a specific item be removed from the consent calendar for separate consideration. Any item removed will be considered after the motion and vote to approve the remainder of consent calendar.

h. Meeting Decorum

To promote discussion of the issues before the Board of Directors, each Director shall be recognized by the President before speaking. Notwithstanding any provision of this Policy, however, each Director shall have a right to be heard within reason on any issue before the Board of Directors. Each Director may seek information or comment by the staff on any question. Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.

No person, other than the Board of Directors and the person having the floor shall be permitted to enter into discussion, either directly or through a Director, without the permission of the President or presiding officer. No member of the public shall approach the Board of Directors table while the Board is in session unless granted permission by the President or presiding officer.

Proper decorum must be observed by Directors, staff, speakers and the audience. The President or presiding officer shall preserve order and decorum, discourage personal attacks, and confine debate to the question under discussion. The President or presiding officer, or a majority of the Board, may remove from a meeting a disruptive person as defined by the Ralph M. Brown Act (California Government Code Section 54950 et seq.) who has been warned that their behavior is disruptive and their failure to promptly cease their behavior may result in removal. If a meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by removing the removal of individuals

who are willfully disrupting the meeting, the members of the Board may order the meeting room cleared and continue the meeting. No cell phone use is allowed in the Board of Directors chambers if such operation or use cannot continue without noise, illumination, or obstruction of view that constitutes, or would constitute, a persistent disruption of the proceedings.

i. **Closed Session**

The Board may conduct a closed session during a noticed meeting for certain matters, as identified on the agenda and as permitted by the Brown Act, where it is necessary to conduct business in private. Permissible closed sessions under the Brown Act include, but are not limited to, real property transactions, labor negotiations, and pending litigation. The Board shall allow public comment on any closed session item before going into closed session. Except as required or permitted by law, all proceedings in closed sessions shall remain confidential.

j. **Meeting Agendas**

The General Manager, in consultation with the Board President, shall be responsible for the preparation of a written agenda for each regular meeting and/or special meeting of the Board of Directors and or other “legislative bodies” of the Tahoe City Public Utility District as those terms or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code Section 54950 et seq.). Any Director may request that an item be placed on the agenda for a regular meeting of the Board of Directors as stated herein. The Clerk of the Board shall be responsible for the posting of the agenda for all meetings of the Board of Directors and/or other “legislative bodies”, as defined within the meaning of the Ralph M. Brown Act, in compliance with, and as authorized under the applicable provisions of the Ralph M. Brown Act. The Ralph M. Brown Act provides for three (3) different types of meetings. Accordingly, the Clerk of the Board shall satisfy the appropriate notice requirement for each type of meeting and indicate the type of meeting on the notice.

Posting of the agenda for all regular meetings of the Board of Directors and/or other “legislative bodies”, as defined within the meaning of the Ralph M. Brown Act, shall be in compliance with California Government Code Section 54954.2. Posting of the agenda for all special meetings of the Board of Director and/or other “legislative bodies”, as defined within the meaning of the Ralph M. Brown Act, shall be in compliance with California Government Code Section 54956. Posting of the agendas for all “emergency meetings” of the Board of Directors, as defined within the meaning of the Ralph M. Brown Act shall be in compliance with California Government Code Section 54956.5(b).

A copy of the agenda for each regular meeting of the Board of Directors shall be forwarded to each Board member at least three (3) days in advance of each regular meeting, together with copies of all applicable supporting documentation; minutes to be approved; staff reports; and other available documents pertinent to the meeting. Directors shall review agenda materials before each meeting. Individual Directors may confer directly with the General Manager to request additional information on the agenda items.

k. **Board Workshops**

Board workshop meetings, or study sessions, are for the purpose of discussing an item(s) that may come before the Board at a later time for official action, to facilitate planning, or discussion of special topics of interest. Study sessions provide a more informal forum for the Board of

Directors, staff and the public to engage in open-ended discussion and share information on a particular subject(s). No formal action(s) can be taken at a study session; direction can be given to staff regarding preparation of an agenda item for discussion and possible action at a subsequent meeting. From time to time, study sessions may be duly authorized as deemed necessary by the President or a majority of the Board.

l. Recess

The President of the Board may at any time, during debate or otherwise, declare a recess for not more than ten (10) minutes. Declaration of a recess shall not be subject to any motions.

m. Citizen Communication/Public Comment

The Board of Directors encourages public participation. Any person may address the Board of Directors for up to 3 minutes, and at the discretion of the Board President may be extended to up to 5 minutes on any subject within the jurisdiction of Tahoe City Public Utility District that does not appear elsewhere on the agenda. The Board may not require members of the public to give names or sign a register as a condition of attendance or speaking. The Board will confer and decide upon one of the following but otherwise will not take any action: 1) Agree to continue discussion at another meeting by placing the subject on a future agenda; 2) Individual Board members may ask questions of staff; or, 3) End public comment on subject. All communications by interested citizens, whether during Public Comment or other items on the agenda, shall be addressed to the Board of Directors and not to staff or members of the audience.

n. Correspondence

The Correspondence portion of the agenda is established to act as a report of written materials received by the Board as a whole but may also include items requested for inclusion by individual Directors or members of the public.

XV. PRESIDENT

a. Duties

The President shall sit as presiding officer and conduct all meetings of the Board of Directors, shall carry out the resolution and orders of the Board of Directors and shall exercise such other powers and perform such other duties as the Board of Directors shall prescribe, including the following:

- i. Call the meeting to order at the appointed time.
- ii. Announce the business to come before the Board of Directors in its proper order.
- iii. Enforce the Board of Directors policies and rules with respect to the order of business and the conduct of meetings.
- iv. Recognize persons who desire to speak and protect the speaker who has the floor from disturbance or interference.
- v. Explain what the effect of a motion would be if it is not clear to every member of the Board of Directors.
- vi. Restrict discussion to the question when a motion is before the Board of Directors.
- vii. Rule on parliamentary procedure.
- viii. Put motions to a vote, and state clearly the results of the vote.

b. Responsibilities

The President shall have all the rights to discuss, make and second motions, and vote on any issues before the Board of Directors. The President shall have the following responsibilities:

- i. Sign all instruments, acts, and carry out stated requirements and the will of the Board of Directors.
- ii. Consult with the General Manager on the preparation of the Board of Directors' agendas. In addition, any Director shall have the right to place any matter on the agenda for any meeting in accordance with the provisions of this Policy.
- iii. Call such meetings of the Board of Directors as they may deem necessary, giving notice as prescribed by law.
- iv. Confer with the General Manager and/or District Counsel on crucial matters which may occur between Board of Directors meetings.
- v. Be responsible for the orderly conduct of all Board of Directors meetings.
- vi. Act as spokesperson for the Board of Directors.
- vii. Other duties as authorized by the Board of Directors.

XVI. VICE-PRESIDENT

When the President resigns, is absent or disabled, the Vice President shall perform the President's duties. When the President disqualifies himself/herself from participating in an agenda item, the Vice-President shall perform the duties of the presiding officer.

XVII. MINUTES

The District Clerk shall provide "summary" written minutes of all meetings of the Board from meeting notes and the meeting audio/video recordings, if needed. The audio/video recordings will be kept for a specific period of time as set forth in the District's document retention policy. The written minutes shall be considered the formal minutes of the District.

a. Contents

The written minutes shall contain a summary of the discussion and important findings that led to all actions taken by the Board and the names of who voted, each yea, nay, abstention, and recusal with names of members of the public who spoke, and the summary of their comments, and any relevant restrictions/amplifying remarks from staff, legal counsel, or consultants. Directors may request for inclusion into the meeting minutes brief comments pertinent to an agenda item only at the meeting that item is discussed (including, if desired, the rationale on abstention or dissenting vote).

b. Required Details

The written minutes shall also include date, time, place, and type of meeting; roll call; notation of late-arriving or early departing Board Members and any absences when votes are taken; notices of special meetings; and time of adjournment. A record of those present and serving the District as contractors and consultants will also be recorded.

c. Individual Items

The types of agenda items that shall be included in the written minutes are including but not limited to the approval of written minutes of prior meetings, resolutions, ordinances, contracts,

bid proceedings, warrants, budgets, reports by staff, legal counsel, and consultants, important correspondence, appearances by delegations and special guests, and policy and procedure issues. Other items may be included in the written minutes at the discretion of the General Manager. The written minutes shall not include anything discussed in a Closed Session but shall include any report out from a Closed Session.

d. Approval Procedure

The Board shall consider written minutes for approval in a timely manner. Approval will be by motion. A majority vote of the Board is required to approve any corrections. If corrections are approved by a majority of the Board, the written minutes as corrected will then be approved by motion.

XVIII. COMMITTEES

The Board of Directors may create standing committees and ad hoc committees at its discretion. Subsidiary bodies and/or committees of the Board of Directors may qualify as a "legislative body" as that term or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code Section 54950 et seq.). All meetings of subsidiary bodies and/or committees of the Board of Directors, which are defined as a "legislative body" as that term or its successor terms are defined in the Ralph M. Brown Act, shall be open to the public, except when convened in Closed Session as authorized under provisions of the Ralph M. Brown Act.

Unless authority to perform a duty is expressly delegated by the Board of Directors to a committee, committee motions and recommendations shall be advisory to the Board of Directors and shall not commit the District to any policy, act or expenditure. Nor may any committee direct staff to perform specific duties unless duly authorized by the Board of Directors. The Board of Directors by resolution shall establish written policies for Committee assignments and procedures. All standing committees shall be established or dissolved by resolution of the Board of Directors. Committee appointments shall be reviewed at the Board of Directors meeting in December of each calendar year. The Board of Directors may provide for the time and place for holding regular meetings of subsidiary legislative bodies and/or committees by resolution. The time and place for holding regular meetings of subsidiary legislative bodies, and/or committees, if applicable, shall be established at the Board of Directors meeting in December of each calendar year.

- a. The Sewer and Water Committee shall be concerned with the operations, planning and projects of the sewer and water functions of the District.
- b. The Parks and Recreation Committee shall be concerned with the operations, planning and projects of the parks and recreation function of the District.
- c. The Finance Committee shall be concerned with the administration, financial management, information technology, audit, personnel and insurance requirements of the District.

XIX. BUSINESS EXPENSE REIMBURSEMENT

The Board of Directors may at times incur expenses for the purpose of furthering the interests of the District and may claim reimbursement for certain expenses for such purposes.

Expenditures for lodging, meals, transportation and other activities should provide for reasonable comfort and convenience. It should be borne in mind, however, that public funds are being spent and that only a reasonable level of expense is warranted. Authorized business expenses shall not include costs associated

with a Board members' family. All requests for reimbursement of authorized business expenses shall be in accordance with the District's Board of Directors Business Expense, Credit Card, Vehicle Use & Reimbursement Policy. To receive reimbursement for out-of-pocket expenses, it is suggested that Board Members complete the District's Travel and Expense Reimbursement Request within ten working days from return from travel, and no longer than 30 days from return from travel.

XX. SEXUAL HARASSMENT/NONDISCRIMINATION

a. Sexual Harassment

The Tahoe City Public Utility District is committed to creating and maintaining a work environment free of objectionable and disrespectful conduct and/or communication of a sexual nature, free of all forms of sexual harassment and prohibits sexual harassment by all employees and the Board of Directors. Conduct which creates an intimidating, hostile or offensive work environment will not be tolerated. Verbal behavior, physical behavior, gestures and other non-verbal behavior which create said environment will not be tolerated. Any employee who feels that they have been or are being harassed by a Director is strongly encouraged to immediately report such incident to his or her Department Supervisor, Department Manager, the Human Resources Administrator, the General Manager, the President of the Board of Directors or another Board member without fear of reprisal regardless of the outcome of the complaint. Any member of the public who feels that they have been or are being harassed by a Director is strongly encouraged to immediately report such incident the President of the Board of Directors or another Board member without fear of reprisal regardless of the outcome of the complaint. Following any such complaint, an investigation will be conducted by an outside party such as an attorney or law firm experienced in such matters. The General Manager shall notify the President of the Board of Directors of said alleged misconduct. Thereafter, the President, at the next meeting of the Board of Directors, shall report the facts and nature of the allegations to the entire Board of Directors. If the Director charged with sexual harassment is the President of the Board of Directors, the General Manager shall report the fact and nature of the allegation(s) to the entire Board of Directors at its next meeting.

If an allegation of sexual harassment against a Director is investigated and found to be supported, the Board of Directors reserves the right to take such remedial action as is appropriate under all of the circumstances, including, if warranted, censoring the Director or initiating an action for removal from office of such Director. The Directors agree that an accusation of sexual harassment against any one of them must be investigated. It is further agreed that such an investigation is not an invasion of their right of privacy.

b. Nondiscrimination

The District shall not unlawfully discriminate against qualified employees or job applicants based on actual or perceived race, color, religion (including religious dress and grooming practices), national origin (includes language use restrictions and undocumented immigrants who hold special "AB 60" driver's licenses) or ancestry, age (40 and above), sex (includes childbirth, breastfeeding and/or related medical conditions), familial status, family responsibility, pregnancy, sexual orientation, gender identity (Identification as male, female, transgender (refers to someone whose gender identity is different from the person's sex at birth) or a gender different than the person's sex at birth), gender expression (refers to gender-related appearance or behavior, regardless of whether it's stereotypically associated with an individual's sex at birth), sex stereotype (an assumption about someone's appearance or behavior – or about

the ability or inability to perform certain types of work – based on a myth, social expectations or generalization about that person’s sex), mental or physical disability (including HIV and AIDS), military or veteran status, medical condition or genetic information, alcohol or drug rehabilitation, garnishments, political affiliation, service as a volunteer firefighter, reserve peace officer or emergency rescue personnel, service in a public election, service on a jury or as a witness, union membership or activities, whistle-blowing or retaliation, or any other characteristic protected by Federal, State or local law. Equal opportunity shall be provided to all qualified employees and applicants in every aspect of personnel policy and practice. The District shall not discriminate against any physically or mentally disabled person who, with reasonable accommodation, can perform the essential functions of the job in question. All employees are expected to carry out their responsibilities in a manner that is free from discriminatory statements or conduct.

XXI. CONFLICT OF INTEREST CODE

Pursuant to provision of California Government Code Section 81000 et. seq., commonly known as the Political Reform Act, the District shall adopt and maintain a Conflict-of-Interest Code. The Conflict-of-Interest Code and, any amendments thereto shall be adopted by resolution of the Board of Directors and be approved by the Fair Political Practices Commission. The Board of Directors shall review the adopted Conflict of Interest Code on a bi-annual basis and, if amendments are needed, shall follow the rules for amendment and submit said amendments to the Fair Political Practices Commission in accordance with applicable deadlines. If no amendments are needed, the District Clerk shall submit a written statement saying that its Conflict-of-Interest Code is still accurate.

California Government Code Section 87100 states as follows: "A public official at any level of state or local government shall not make, participate in making or in any way attempt to use the public official’s official position to influence a governmental decision in which the official knows or has reason to know the official has a financial interest." Additional provisions of the Political Reform Act and the regulations of the Fair political Practices Commission provide explicit language explaining the nature of a "conflict of interest" and disclosure relating to Board responsibilities. Directors are required to be in compliance with all requirements of the District’s Conflict of Interest Code.

a. Disclosure of Economic Interests

Directors who have a financial interest in a decision within the meaning of California Government Code Section 87100 et seq. shall publicly identify in detail the economic interest that creates the conflict, recuse themselves from discussing and voting on the matter and leave the room until after the discussion, vote, and any other disposition of the matter is concluded. Said identification shall occur following the announcement of the agenda item to be discussed or voted upon, but prior to commencement of either the discussion or vote. If the agenda item is to take place during a closed session, identification of the economic interest shall be made during the public meeting prior to the closed session but is limited to a declaration that the Director has a conflict of interest. The economic interest that is the basis for the conflict related to the closed session item need not be disclosed. Directors are not required to leave the room for an agenda item on the consent calendar provided that the Director recuses themselves and publicly discloses the economic interest as described above. Notwithstanding this section, when the conflict is a personal interest as defined by applicable Fair Political Practices Commission regulations, Directors may speak as a member of the general public on behalf of themselves only during the time that the general public speaks on the issue, provided the Director has complied

with the provision of this section regarding identification of the conflict, recuses themselves from voting on the matter and, leaves the dais to speak from the same area as the members of the general public. Directors disqualified pursuant to this section shall not be counted toward achieving a quorum while the item is being discussed.

b. Legally Required Participation

The Political Reform Act does not prevent the Board of Directors from acting when it is legally required to do so. If too many Directors are disqualified pursuant to said Political Reform Act, that the Board of Directors cannot act, the Board of Directors may bring back sufficient disqualified Directors under the following conditions (Fair Political Practices Regulation Section 18705):

- i. Disqualified Directors must disclose with "particularity" the economic interest that is the basis for the Conflict of Interest.
- ii. The action of the Board of Directors must be a decision where no alternative method exists for it to be made.
- iii. Only the minimum number of Directors required to make a quorum of the Board of Directors shall be brought back.
- iv. Directors to be brought back shall be selected by a random method.
- v. This legally required participation rule may not be invoked:
 - 1. To break a tie;
 - 2. When a quorum of the Board of Directors can be convened who are not disqualified due to a Political Reform Act Conflict; or
 - 3. When a qualified Director is absent.

XXII. RESIGNATIONS

Resignations by Directors shall be in writing, state the effective date and be submitted to the President of the Board of Directors and Clerk of the Board. In the event the President of the Board of Directors resigns, the resignation shall be submitted to the Vice-President of the Board of Directors and the Clerk of the Board.

XXIII. VACANCIES

From time to time, vacancies on the Board may occur. The office of a director (Board member) may become vacant for the following reasons:

a. Events that Cause a Vacancy

- i. Death of the incumbent.
- ii. An adjudication pursuant to a quo warranto proceeding declaring that the incumbent is physically or mentally incapacitated due to disease, illness, or accident, and that there is reasonable cause to believe that the incumbent will not be able to perform the duties of his or her office for the remainder of his or her term.
- iii. Resignation.
- iv. Removal from office.
- v. Ceasing to be an inhabitant of the District.
- vi. His or her conviction of a felony or of any offense involving a violation of his or her official duties.
- vii. His or her refusal or neglect to file his or her required oath or bond within the time prescribed.
- viii. The decision of a competent tribunal declaring void his or her election or appointment.

- ix. His or her commitment to a hospital or sanitarium by a court of competent jurisdiction as a drug addict, dipsomaniac, inebriate, or stimulant addict; but in that event the office shall not be deemed vacant until the order of commitment has become final.

b. Filling a Vacancy

- i. Authority to Fill Vacancy - A vacancy in the office of a director (Board member) is filled pursuant to Government Code Section 1780. (Public Utilities Code Section 16003)
- ii. Notice of Vacancy - The District must notify the Placer County elections official of the vacancy no later than 15 days after either the date on which the Board is notified of the vacancy or the effective date of the vacancy, which is later. (Government Code Section 1780(b))
- iii. Fill Vacancy - The vacancy may be filled in one of three ways:
 - 1. The remaining Board members may appoint someone to fill the vacancy (Government Code Section 1780(c))
 - 2. The remaining Board members may call an election to fill the vacancy (Government Code Section 1780(c))
 - 3. If the remaining Board members do not make an appointment or call an election within 60 days after either the date on which the Board is notified of the vacancy or the effective date of the vacancy, whichever is later, the Board of Supervisors of Placer County may make an appointment or call an election to fill the vacancy. (Government Code Section 1780(f)(1))
 - 4. If within 90 days of the date the Board is notified of the vacancy or the effective date of the vacancy, whichever is later, the remaining members of the Board or the Board of Supervisors of Placer County have not filled the vacancy and no election has been called for, then the Board shall call an election to fill the vacancy. (Government Code Section (g)(1))
- iv. Decide How to Fill the Vacancy – Although not required by law, it would be prudent to call for a special Board meeting after being notified of the vacancy so that the Board can determine how it wants to fill the vacancy and the timeline therefor.
- v. Fill Vacancy by Appointment
 - 1. The remaining Board members may make an appointment within 60 days after either the date on which the Board is notified of the vacancy or the effective date of the vacancy, whichever is later. (Government Code Section 1780(d)(1))
 - 2. The District shall post a notice of the vacancy in three or more conspicuous places in the District at least 15 days before the Board makes the appointment. (Government Code Section 1780(d)(1))
 - 3. The District shall notify the Placer County elections official of the appointment no later than 15 days after the appointment. (Government Code Section 1780(d)(1))
 - 4. (2) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold office until the next general district election that is scheduled 130 or more days after the date the Board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office. (Government Code Section 1780(d)(2))
 - 5. If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second

half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office. (Government Code Section 1780(d)(3))

- vi. Fill Vacancy by Calling an Election
 - 1. The election called by the remaining Board members shall be held on the next established election date that is 130 or more days after the date the Board calls the election. (Government Code Sections 1780(e)(2) and 1780(g)(2))
 - 2. The election called by the Placer County Board of Supervisors shall be held on the next established election date that is 130 or more days after the date the board of supervisors calls the election. (Government Code Section 1780(f)(2))

XXIV. EDUCATIONAL PROGRAMS, CONFERENCES and MEETINGS

The Board of Directors has determined that the following provisions shall apply to educational programs, conferences and meetings:

- a. That Directors of the District may attend on behalf of the District, educational programs, conferences and meetings related to District business; and
- b. That, to the extent possible, staff will, from time to time, present comprehensive lists of conferences, meetings and educational programs so that the Board of Directors may consider attendance on a broader than single-event approach, in order to provide a coordinated plan for attendance; and
- c. That if a Director who has not previously attended a particular conference or educational program is available to attend same, that Director shall have preference for attendance over a Director who has previously attended the same program; and
- d. At the Board of Directors meeting following such attendance, or the next reasonable opportunity thereafter, the attendee(s) shall report to the Board of Directors, on information and ideas learned at the event(s); and
- e. Nothing in this policy shall permit the conduct of business, in violation of the Ralph M. Brown Act, when more than three Directors attend the same event.

XXV. DIRECTORS' LEGAL LIABILITIES

The District shall defend and indemnify Directors from any claim, liability or demand that arises out of a Director's performance of his or her duties or responsibilities as a Director or Officer of the District.

XXVI. GENERAL PROVISIONS

Any of the within policies not required by law may be altered, amended, or repealed by a majority of the Board quorum at a duly authorized meeting.