

## POLICY AND PROCEDURE

<b>POLICY TITLE:</b> <b>Board Policy on Conducting Business</b>	<b>NUMBER:</b> <b>2012-02</b>	<b>PAGE:</b> <b>1 of 10</b>
<b>APPROVED BY:</b> <b>Zone 7 Board</b>	<b>REVISION:</b> <b>4</b>	<b>EFFECTIVE DATE:</b> <b>August 20, 2025</b>

### SECTIONS:

1. AUTHORITY .....	2
2. PURPOSE AND SCOPE.....	2
3. ROLE OF THE BOARD.....	2
4. PRINCIPLES OF BOARD MEMBER CONDUCT .....	2
5. BOARD MEETINGS .....	3
5.1 Types of Meetings .....	3
5.2 Meeting Time and Location .....	4
5.3 Quorum; Board Action and Direction .....	4
5.4 Committee Meetings .....	5
6. MEETING ORDER OF BUSINESS.....	5
7. BOARD OFFICERS .....	7
8. BOARD APPOINTMENTS AND STAFFING .....	7
8.1 General Manager. ....	7
8.2 General Counsel. ....	8
8.3 Independent Auditor. ....	8
8.4 Board Secretary and Treasurer. ....	9
9. VIOLATIONS OF THE POLICY ON CONDUCTING BUSINESS.....	9
10. LEGAL RESPONSIBILITIES OF PUBLIC OFFICE.....	9
11. OTHER IMPORTANT MATERIALS .....	9

## **1. AUTHORITY**

Zone 7 Water Agency ("Agency") is a special district formed and operating under the Alameda County Flood Control and Water Conservation District Act ("District Act"). The Agency is governed by a seven-member Board of Directors. The Board is the legislative body that governs the Agency, sets the Agency's policies, hires its General Manager, appoints its officers, and is ultimately responsible and accountable to the residents of Zone 7. It exercises these powers pursuant to Section 36 of the District Act.

## **2. PURPOSE AND SCOPE**

This policy provides guidelines on the roles, responsibilities, duties, practices and procedures, and authority of the Board and individual Directors.

These rules of procedure are intended to help implement, but do not limit or supersede, the state and local laws that govern the requirements and responsibilities for the Agency's Board meetings. Those laws include, but are not limited to the Brown Act, the Political Reform Act, and the District Act. These rules of procedure are not intended to limit the inherent power or the general legal authority of the Board of Directors, and failure to follow these rules will not invalidate a Board action.

## **3. ROLE OF THE BOARD**

The Board of Directors is the legislative body and unit of authority within the Agency. Power is centralized in the elected Board collectively and not in an individual Director. The Board is the official body responsible for setting agency policies and priorities.

The Board strives to promote the best interest of the public by establishing policies that support the mission, vision and core values of the organization and by ensuring the implementation of those policies. It is responsible for fiscal stewardship of the Agency, and it provides policy direction to the General Manager, who will in turn manage the day-to-day operations of the organization. Directors have no individual authority unless authorized by the Board and may not commit (nor represent that they can commit) the Agency to any policy, act, or expenditure.

## **4. PRINCIPLES OF BOARD MEMBER CONDUCT**

Board Members will work as a team, in cooperation with other public officials, to serve the best interests of the Agency and its constituents. Directors agree to hold themselves to high standards of conduct in connection with their service as public officials. These include, for example:

- *A commitment to thorough preparation and regular attendance at Board meetings.*  
Directors will read all agenda materials and come to meetings prepared for discussion.

Directors are responsible for promptly notifying the Board President or Committee Chair (as applicable) and Board Secretary of anticipated absences, and for coordinating with the Board Secretary to ensure that any remote meeting participation is in full compliance with Brown Act requirements.

- *A commitment to treating one another, members of the public, and Agency staff with respect and courtesy at all times.* Directors shall afford due respect for others' differing opinions and viewpoints. They shall be courteous and shall not engage in personal attacks or make malicious or offensive statements or comments during the conduct of Agency business.
- *A commitment to professionalism in their interactions with the Board and the public.* Directors will provide any comments on agenda items with a focus on comments that are relevant, thoughtful, clear, and succinct. Directors are encouraged to avoid public statements that conflict with Board-adopted policy and decisions. When expressing personal views concerning matters affecting the Agency, Directors should clearly disclose them as such to avoid any confusion regarding the position of the Agency.

In carrying out their duties, Board members shall bear in mind the Board's role, the Agency's mission, and the interests of the constituency the Board serves. Board Members will comply with applicable laws and Agency policies regulating their conduct, including conflict of interest rules, financial disclosure and open government laws, and this Policy on Conducting Business.

## 5. BOARD MEETINGS

Meetings of the Board of Directors and Committees of the Board are subject to the Ralph M. Brown Act (California Government Code Section 54950, et seq.), which sets basic requirements for the noticing, public comment, and content of local agency meetings. Where existing law or this Policy is silent on the procedure for a meeting, the Board will rely on [Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21<sup>st</sup> Century](#), League of California Cities, 2011.

### 5.1 Types of Meetings

By law, a "meeting" of a public agency's Board occurs whenever a majority of the members of that body convene at the same time and place to hear, discuss or deliberate upon any matter which is under the subject matter jurisdiction of the agency. There are four types of Board meetings: regular, special, adjourned, and emergency:

- **Regular Board Meetings:** Most Agency business is conducted at regular Board meetings. The dates, times, and locations of regular Board meetings are established by resolution of the Board. The agenda for regular Board meetings must be posted in a public place at least 72 hours prior to the meeting.

- **Special Board Meetings:** These meetings are held to discuss a special topic, to conduct a workshop, or anytime a Board meeting must be held at a different date, time, or location than the regular Board meeting. These meetings must be noticed 24 hours prior to the meeting.
- **Adjourned Board Meetings:** A Board meeting may be adjourned by the Board to another date, time, and place if the business of that meeting has not been completed or if the Board's deliberations would benefit from continuing the meeting at another time or in another location. If less than a quorum is present, the Directors who are present can adjourn the meeting to another date, time, and place.
- **Emergency Board Meetings:** The Board may hold an emergency Board meeting when prompt action is necessary due to the disruption or threatened disruption of public facilities. Special noticing requirements apply to emergency meetings; the General Manager and Board Secretary will consult with General Counsel in convening and noticing emergency meetings.

## 5.2 Meeting Time and Location

Regular Meetings of the Board of Directors are held on the third Wednesday of each month, beginning at 7:00 p.m. in the Agency's Boardroom located at 100 North Canyons Parkway, Livermore, California.

Special and emergency meetings of the Board may be held at any other time or day, subject to appropriate notice. Board meetings must generally be conducted within the boundaries of the Agency; staff will coordinate with the Agency's General Counsel in those limited circumstances where a meeting must be conducted outside the Agency's boundaries.

## 5.3 Quorum; Board Action and Direction

Four directors constitute a quorum of the Board. From time to time, the law may impose more stringent requirements for convening or conducting a meeting: for example, the Brown Act's requirement that a quorum of Directors participate from within the boundaries of the agency in certain circumstances where remote participation will occur. Directors are encouraged to consult the Agency's General Counsel with any questions.

The Board takes formal action on an item following a simple majority vote of the members present, unless a greater number of votes are otherwise required by law. A member abstaining in a vote is considered as absent for that vote; a member abstaining due to a conflict of interest does not count towards a quorum.

The Board may also give directions that are not a formal action of the Board or Agency. Most commonly, such informal actions would include the Board's directives and instructions to staff in response to a particular agenda item. In such cases, 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. Board direction of this sort shall only occur regarding matters that appear on that meeting's agenda.

#### **5.4 Committee Meetings**

Zone 7 Water Agency maintains both standing and ad-hoc committees to facilitate the efficient management of Agency issues. The Board President shall be responsible for determining the Board committees and committee assignments no later than the first regularly scheduled Board meeting in August of each year. If a Board member is not satisfied with the committee or his/her assignment, that member may take his/her request or complaint to the Board for consideration and action at the next regularly scheduled Board meeting. Committee meetings include less than a quorum of the Board and are held on an "as needed" basis in consultation with the Board President and General Manager. Non-Committee members who wish to observe or participate in a committee meeting should consult with the Board Secretary to ensure that appropriate noticing procedures are followed.

### **6. MEETING ORDER OF BUSINESS**

Meetings of the Board of Directors will generally proceed along the following order of business:

- **Call to Order.** The President of the Board shall call the meeting to order by striking the gavel. If the President is absent, the Vice President shall call the meeting to order. The President or their designee shall then lead the Directors, staff, and public in the Pledge of Allegiance to the flag of the United States of America.
- **Roll Call and Determination of Quorum.** The presiding officer will request that the Board Secretary perform a roll call, whereupon any Directors required to make special announcements to comply with remote meeting participation requirements may do so.
- **Public Comment on Non-Agenda Items.** This portion of the agenda is an opportunity for any member of the public to address the Board of Directors on an item of interest to the public that is within the Agency's subject matter jurisdiction but is not listed on the posted agenda. The Board will not be able to act on matters brought to its attention under this item until a future board meeting. The Board may seek clarification or follow-up from staff where appropriate.
- **Approval of Minutes.** At each regular Board meeting, the Board receives draft summary minutes of recent regular and special Board meetings. The Board considers and approves each set of minutes by motion. The Board has the sole discretion to approve the contents and the format of the minutes.

- **Consent Calendar.** Matters listed under the consent calendar are considered routine and generally are acted upon by a single, consolidated motion. The consent calendar portion of the agenda is for routine items such as resolutions confirming actions from a previous meeting, the processing of administrative items, the acceptance of public improvements, and other routine items requiring Board approval. Any Director may pull an item from the Consent Calendar for separate discussion. The removed items are then discussed and considered individually.
- **Action Items and Informational Presentations.** Following the approval of the consent calendar, each action item or informational item on the agenda will be presented to the Board by staff. Following the presentation of the item, the President of the Board will solicit questions from the Board. At this stage, Directors are limited to asking technical or clarifying questions of Agency staff and consultants on the item but shall not express personal opinion or debate the merits of the item under consideration. When Director questions have concluded, the presiding officer will call for public comment on the item. Members of the public must adhere to the posted time limits for public comment. The Board will receive public comments but will not engage in debate or dialogue with commenters. Following public comment, the presiding officer will solicit any comments from Directors regarding the item. The presiding officer will then entertain a motion and vote on the item, as applicable. Generally, a Director speaks on an item for the second time only after every other Director who wishes to speak has had a chance to speak for the first time.
- **Director Reports.** During the Director Reports item, Directors should limit reports to topics or activities related to the Agency's mission. These reports shall be limited to five minutes per Director. If the Director has additional information to share with the Board, such information shall be provided in advance to the General Manager as a written report that can be included in the agenda package.
- **Items for Future Agendas.** During this item, Directors may request topics to be included on future agendas. Items raised during this portion of the agenda may be placed on a future Board meeting agenda by a majority vote of the Board. In the alternative, a Director may request that an item be placed onto the board agenda by submitting a written request to the President of the Board and General Manager for consideration no later than 10 business days prior to the scheduled Board meeting.
- **Staff Reports.** During the Staff Reports item, staff will provide updates on Agency activities not already covered on the agenda. These updates will generally accompany a written report and are an informational item only.
- **Adjournment.** The presiding officer will adjourn the meeting and announce the time of adjournment for the record.

## **7. BOARD OFFICERS**

The Board of Directors selects officers annually at the first regular Board meeting of the fiscal year, through a vote of the Board of Directors.

The Board President serves as the presiding officer at Board meetings. The President is responsible for facilitating the meeting; for keeping the Board focused on the agenda at hand; for providing appropriate avenues for public participation; and for maintaining proper and appropriate parliamentary procedure and agenda management (e.g., ensure that actions are taken with proper motions and seconds). The Board President may make motions, discuss items, and vote on items like any other Board member, though as the presiding officer the President will allow other Directors to complete their comments or provide any desired motions before offer personal comments. The Board President is responsible for determining the Board committees and committee assignments no later than the first regularly scheduled Board meeting in August of each year. The President acts as the ceremonial head of the agency and may be required to execute documents or perform ceremonial functions on the agency's behalf.

The Board Vice President assumes the duties of the President in the President's absence and is responsible for presiding over Board meetings in the event that the President is absent or otherwise unavailable to conduct the meeting. If the President is participating in the meeting remotely, the Vice President will preside over the meeting.

## **8. BOARD APPOINTMENTS AND STAFFING**

The Board appoints five Agency positions: General Manager, General Counsel, Independent Auditor, Board Secretary, and Treasurer. The Board of Directors recognizes that each participant in the conduct of the Agency's business plays a unique role in carrying out the mission of the Agency. Certain roles and expectations are defined in greater detail below.

### **8.1 General Manager.**

The Agency's General Manager serves by appointment of the Board. The General Manager is responsible for carrying out the day-to-day operations of the Agency, consistent with the policy direction provided by the Board. The Board provides policy direction and general instructions to the General Manager on matters within the authority of the Board by the requisite vote of the Board during duly convened Board meetings.

The General Manager's responsibilities include the authority to set the duties and manage the work flow of Agency employees; to make decisions regarding the day-to-day operations and long term maintenance of the Agency's water system, flood control, and other facilities; to hire and discharge agency employees, consistent with Agency policy and County of Alameda Civil Service Rules; to expend or direct Agency resources or within the scope of authority delegated by the Board and consistent with Board direction. Directors will deal with matters within the



authority of the General Manager through the General Manager and not through other Agency employees.

Agency staff are appointed under and pursuant to the civil service rules and regulations of the County of Alameda and are employed through Alameda County Civil Service. Board Members with questions or requests related to Agency matters will make those requests directly to the General Manager, who shall be responsible for responding to or delegating the request. Board Members will refrain from making requests directly to other Agency employees.

The Board will evaluate the General Manager at least annually, consistent with the terms of the General Manager's employment contract. The purpose of the evaluation is to strengthen the relationship between the Board of Directors and the General Manager; to identify performance objectives for the General Manager; and to provide feedback to the General Manager and identify areas where improvements may be needed.

## **8.2 General Counsel.**

The Board appoints the Agency's General Counsel, and the General Counsel in turn reports to the Board. General Counsel is responsible for providing legal guidance on matters within the Agency's purview. The General Counsel's attorney-client relationship is with the Agency, and not with any individual Board member or employee. Members of the Board may request non-confidential, factual information from the General Counsel, but will not separately direct legal work.

Substantive or strategic legal work should be performed in coordination with the General Manager or appropriate staff, and consistent with the policy direction and general instructions provided by the Board to the General Manager, staff, or General Counsel as appropriate. The General Counsel may undertake analyses, prepare agreements and correspondence, negotiate with other parties, and evaluate risk, but may not bind the Agency without appropriately delegated authority from the Board.

The Board may evaluate the General Counsel periodically. The purpose of the evaluation is to strengthen the relationship between the Board of Directors and the General Counsel; to identify performance objectives for the General Counsel; and to provide feedback to the General Counsel and identify areas where improvements may be needed.

## **8.3 Independent Auditor.**

The Board selects and appoints an independent auditor to support the Board and Agency by performing certain duties and responsibilities such as conducting an annual audit of the Agency's financial statements in accordance with Governmental Accounting Standards, and to provide comments or recommendations resulting from the auditor's review of systems of internal controls in connection with the financial audit. Consistent with industry best practices, the Agency will consider a change to its independent auditor at least once every 5 years.



#### **8.4 Board Secretary and Treasurer.**

The Board appoints a Board Secretary and a Treasurer to support the Board and the Agency by performing certain duties and responsibilities established by law for said positions. These positions are typically appointed from among Agency staff and may be reappointed or reassigned at the pleasure of the Board.

### **9. VIOLATIONS OF THE POLICY ON CONDUCTING BUSINESS**

A perceived violation of this Policy by a Board Member should be referred to the President of the Board or the Board of Directors for investigation, and consideration of any appropriate action warranted. A violation of this policy may be addressed by the use of such remedies as are available by law to the Agency.

A Board Member will not use or threaten to use any official authority or influence to affect any action as a reprisal against a Director or Agency employee who reports or otherwise brings to the attention of the General Manager, General Counsel, Board President, Assistant General Manager, or other legal authority any information regarding the subjects described in this Policy.

### **10. LEGAL RESPONSIBILITIES OF PUBLIC OFFICE**

In addition to the District Act, the Agency is governed by relevant provisions of the California Water Code, the California Government Code, the Ralph M. Brown Act, the Political Reform Act, and other laws and regulations pertaining to California public agencies. This Policy does not override those legal obligations, and in the event of a conflict, those prevailing statutory requirements will control. Directors are expected to engage in regular continuing education, and to work closely with General Counsel regarding these requirements. Directors will conduct themselves at all times to avoid any appearance of impropriety in their conduct of Agency business.

### **11. OTHER IMPORTANT MATERIALS**

To be an effective Director, Directors should be familiar with several important documents. These are typically provided at Director orientation and can also be obtained from the Board Secretary or General Manager. These include but are not limited to: The District Act; Rosenberg's Rules of Order; the Ralph M. Brown Act; the California Public Records Act; Agency-adopted budgets; Agency strategic plans and planning reports; and Agency policies.

**HISTORY**

<b>Date</b>	<b>Action</b>	<b>Resolution</b>
December 17, 2008	Originally adopted	09-3266
February 15, 2012	Amended	12-4162
September 19, 2012	Amended	13-4217
August 20, 2025	Amended	25-71