PALMDALE WATER DISTRICT

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Board of Directors

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February 13, 2015

Agenda for a Board Norms Workshop
of the Board of Directors of the Palmdale Water District
to be held at the District's office at 2029 East Avenue Q, Palmdale
Wednesday, February 18, 2015
3:30 p. m.

NOTE: To comply with the Americans with Disabilities Act, to participate in any Board meeting please contact Dawn Deans at 661-947-4111 x1003 at least 48 hours prior to a Board meeting to inform us of your needs and to determine if accommodation is feasible.

Agenda item materials, as well as materials related to agenda items submitted after distribution of the agenda packets, are available for public review at the District's office located at 2029 East Avenue Q, Palmdale (Government Code Section 54957.5). Please call Dawn Deans at 661-947-4111 x1003 for public review of materials.

Please call Dawn Deans at 661-947-4111 x1003 for public review of materials.

PUBLIC COMMENT GUIDELINES: The prescribed time limit per speaker is three-minutes. Please refrain from public displays or outbursts such as unsolicited applause, comments, or cheering. Any disruptive activities that substantially interfere with the ability of the District to carry out its meeting will not be permitted and offenders will be requested to leave the meeting.

Each item on the agenda shall be deemed to include any appropriate motion, resolution , or ordinance to take action on any item.

1) Pledge of Allegiance.

2) Roll Call.

3) Adoption of Agenda.

4) Workshop:

4.1) Review of laws relevant to the Palmdale Water District Board of Directors. (Attorney Quilizapa)

4.2) Review of new 2015 laws relevant to the Palmdale Water District Board of Directors. (Attorney Quilizapa)

4.3) Review of proposed amendments to Article 4 (Board of Directors) of the District's Rules and Regulations. (Ad Hoc Board Norms Committee-President Mac Laren/Director Dizmang/ Attorney Quilizapa)

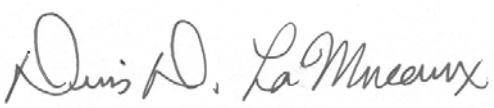
5) Action Items – Action Calendar (The public shall have an opportunity to comment on any action item as each item is considered by the Board of Directors prior to action being taken.)

5.1) Consideration and possible action on adoption of amendments to Article 4 (Board of Directors) of the District's Rules and Regulations. (Attorney Quilizapa)

5.2) Consideration and possible action on proposal received from BHI Management Consulting for facilitating a Board Role and Governance Workshop. ($5,000.00 – Budgeted-General Manager LaMoreaux)

5.3) Consideration and possible action on proposal received from The Mathis Group for updating the District's Strategic Initiatives, conducting a cultural survey, and conducting management meetings. ($37,245.00 – Budgeted – General Manager LaMoreaux)

6) Adjournment.



DENNIS D. LaMOREAUX,
General Manager

DDL/ dd

ALESHIRE & WYNDER LLP
ATTORNEYS AT LAW

TO: Honorable President & Members of the Board,
Palmdale Water District

FROM: Patty Quilizapa
General Counsel

DATE: February 18, 2015

SUBJECT: ***Items 4.1 & 4.2***

The General Counsel will present a memorandum and power point on the laws relevant to the Palmdale Water District Board of Directors and the new laws applicable to the Board and to the District as a whole at the regular Board Meeting.

ALESHIRE & WYNDER LLP
ATTORNEYS AT LAW

TO: Honorable President & Members of the Board,
Palmdale Water District

FROM: Patty Quilizapa
General Counsel

DATE: February 18, 2015

SUBJECT: ***General Counsel Report: Board Norms***

I. INTRODUCTION

The Board of Directors has directed the General Counsel's office to review and revise the Palmdale Water District Rules and Regulations in order to implement the Board's initiative to provide the public with transparency in governance. The Board President created the Ad Hoc Committee on Board Norms to review proposed changes to the Rules and Regulations. Our office has met with the Ad Hoc Committee many times and has revised the rules with the Committee's input in mind.

Our office and the Ad Hoc Committee have previously revised Claims Ordinance of the Rules and Regulations and the Rules of Procedure of the Rules and Regulations. Both have been adopted by the full Board.

Our office has reviewed and revised the attached Article IV of the Rules and Regulations in order to ensure that the rules governing the Board are clearly defined and available to the Board, the District, and the public.

II. OVERVIEW OF PROPOSED REVISIONS TO ARTICLE IV

A. Organization of Board and Meetings

The organization of the Board of Directors and Meetings is governed by State law or by prior Board action. The following are the proposed additions and amendments to the Board organization:

4.03.1(b)(iv) – Adding specific requirement for the General Manager to deliver to Board agenda and packets via email and personal delivery 72 hours prior to meeting.

4.03.2 – Adding specific requirement for the General Manager to deliver to Board agenda 24 hours in advance of special meeting and packets "as soon as reasonably practical."

4.03.3 – Pre-existing Feb. 13, 1962 Resolution authorizes the General Manager to take certain action in times of emergency

(a) Now, Board is designating the General Manager with discretion to call emergency meeting by providing telephone notice to Board, followed by written confirmation.

(b) Codifies Feb. 13, 1962 Resolution

4.03.5 – Procedure is governed by Appendix CC, previously approved

B. Officers of the Board

The new proposals to Article IV would require reorganization of the Board every two years following an election instead of every year. In addition, the Board could at any time, by majority vote, elect to reorganize. Finally, the duties of the President are expressly stated in the proposed new version of Article IV.

C. Rules of Conduct

The Rules of Procedure are included in Appendix DD to the Rules and Regulations. A new censure policy is proposed. Specifically, censure of a Director would require that:

1. The complaining Director submit a written complaint,

2. The Director against whom complaint is brought be allowed representation,

3. The Director against whom complaint is brought may choose to address the complaint in writing and/or in open session, and

4. The ultimate vote to censure must be public.

D. Official Business of District

The approved official activities are listed in Appendix V. If a Director knows he or she will be absent, he or she must provide advance notice of absence. The absence may be excused through the consent calendar. Should a Director have four consecutive unexcused absences, the Board may remove the Director from committee assignments.

E. Director Compensation and Expenses

In addition to the events listed in Appendix V as being approved for compensation, the Board would have discretion under the new version of Article IV to approve other events that meet the following criteria at 4.07.3:

1. A conference or organized educational activity conducted in compliance with Government Code Section 54952.2, including, but not limited to, required ethics training pursuant to Government Code Section 53234, *et seq.*

2. A meeting or event attended at the formal request of the Board, including an event to recognize, any employee of the District, or members of the public.

3. A meeting or event necessary to further communications with representatives of regional, state and national government on District functions.

4. A meeting or event of regional, state and national organizations whose activities affect the District's interests.

Further, in order to receive compensation a Director must make a report of the event at a subsequent Board meeting.

F. Public Presentations

A Director may speak on his or her own behalf at a public presentation only after making the disclosure that:

> "I am an elected official of the Palmdale Water District. However, I make this presentation/speech on my own behalf as an individual, and not on behalf of the Palmdale Water District, who may act and take positions only through a majority of its Board. Any views and positions in my presentation/speech are my own and shall not be attributed to the Palmdale Water District or its Board."

A Director may allow publication of his or her business card *with* a disclaimer. A Director may distribute generally available District material but may not use the District logo in any other manner.

A Director may make a presentation on behalf of the District *only* if he or she follows the process in 4.08 (b)(3), which requires that: the President [first] determine whether the topic or issue relates to any matter within the purview of any standing committee. If so, the President shall refer the request to that committee to allow that committee to respond. If the committee does not approve the request, the Board may then consider and approve the request by a 3/5 majority vote.

Under 4.09, in general, public statements made on behalf of the District will only be made by the President, General Manager, or Public Information Officer.

G. Awards and Recognitions

The Board authorizes and encourages its individual Directors, subject to the approval by the Outreach Committee, to recognize such efforts that are consistent with the Irrigation District Law, under which the District is formed, to "furnish sufficient water in the district for any beneficial use." (Water Code 22075.) The awards must be in the form of a Certificate of Appreciation or Certificate of Recognition, attached in Appendix EE. The awards and recognitions authorized therein shall not be given in connection with any personal matters, political campaigns of the Director or others, or any legislative matters. Any other awards and recognitions must be placed on the agenda for approval.

H. Website and Social Media

Due to the potential for Brown Act violations, Directors are not authorized to post content to any District social media page on behalf of the District. Directors may not create or maintain any

social media page on behalf of the District, nor may Directors create any social media page containing the seal or logo of the District.

In order to avoid any violation of the still unclear applicability of the Brown Act to social media, Directors may not comment or "like" any post on the District Social Media Pages. This doesn't prohibit a Director from "sharing" a District post to his/her own Social Media Page, or any other Social Media Page.

III. RECOMMENDATION

We recommend that the Board review the attached draft of Article IV of the Rules and Regulations and either:

A. Approve the draft Article IV;

B. Amend the draft Article IV; or

C. Take such other action as is legal and consistent with the current Rules and Regulations.

Attachments:

A) Presentation

B) Revised Board Norms (Article IV of the Rules and Regulations)

C) Highlighted Version of Revised Board Norms

D) Board Rules of Procedure (Appendix CC – Previously Adopted)

ATTACHMENT - A

Palmdale Water District Art. IV

March XX, 2015

A&W

ALESHIRE & WYNDER LLP

ATTORNEYS AT LAW

4.01 Through 4.04
Organization of Board and Meetings
Governed by State Law or Prior Board Action

- **Governed by District Act (Water Code, Div. 11), Brown Act (Gov. Code, Sec. 54950, *et seq.*), and Prior Ordinances or Resolutions of Board**
- **Exceptions (New Proposals):**
  - **4.03.1(b)(iv)** – Adding specific requirement for GM to deliver to Board agenda and packets via email and personal delivery 72 hours prior to meeting.
  - **4.03.2** – Adding specific requirement for GM to deliver to Board agenda 24 hours in advance of special meeting and packets "as soon as reasonably practical."
  - **4.03.3** – Pre-existing Feb. 13, 1962 Resolution authorizes GM to take certain action in times of emergency
    - (a) Now, Board is designating GM with discretion to call emergency meeting by providing telephone notice to Board, followed by written confirmation.
    - (b) Codifies Feb. 13, 1962 Resolution
  - **4.03.5** – Procedure is governed by Appendix CC, previously approved

4.05 - 4.06 Officers of the Board

- Reorganization every two years following an election (as opposed to every year)
- May reorganize at any time upon majority vote
- Duties of Presidency expressly stated in new version

4.07.1 Rules of Conduct

- Meeting – Rules of Procedure – Appendix DD
- Censuring – Appendix DD, Section IV.B
  - Requires Written Complaint
  - Allows Director to be represented
  - Allows Director to address complaint in writing and in open session
  - Result: Public censuring vote

4.07.2 Official Business of District

- Activities approved in Appendix V
- Provide advance notice of absence
- Excusal of absences through consent calendar
- Four consecutive unexcused absences → may lead to removal of committee assignments

4.07.3 Through 4.07.5 Director Compensation and Expenses

- **Compensation** – Approved events for compensation are still contained in Appendix V, but Board now has discretion to approve other events meeting the criteria at 4.07.3

- **Expenses** – Remains the same

- **Director Reports** - Reports of events is required for compensation of directors.
  - **Note:** No discussion/deliberation of district business should take place at time of director reports

4.08 Through 4.09 Public Presentations

- **Directors may speak "on their own behalf" *only* after providing disclosure at 4.08(c)(1)**
  - **May distribute business cards**
  - **May allow publication of business card, *with* disclaimer**
  - **May distribute generally available public information**
  - **May not use logo in any other manner**
- **Directors may make presentations "on behalf" of District *only* if follows process**
  - **President determines whether a request is within purview of standing committee**
  - **If within purview of standing committee,** standing committee approves and selects speaker
  - **If not within purview of standing committee,** board approves and selects speaker
  - **Presentations on behalf of District** – to be prepared by and with staff
- **Public Statements –** To be made by President, GM and PIO

4.10 Awards and Recognitions

- **Pre-Approved Certificates** – Coinciding with District purpose to "furnish sufficient water in the district for any beneficial use." (Water Code 22075.)

- **Other Awards and Recognitions** – Place on agenda for approval

4.13 Website and Social Media Potential Brown Act Violations

- **BROWN ACT PROHIBITS SERIAL MEETINGS** -- "[a] majority of the members of a legislative body shall not, outside a meeting ... use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter jurisdiction of the legislative body.") There shall be no "daisy-chain" or hub-and-spoke" sequence.
  - **(GOV. CODE, § 54952.2(b)(1).)**
- **Website chatrooms or anything similar may allow a majority to "discuss, deliberate or take action on matters of agency business."**
  - **(League of Cities 2010, "Open & Public IV: *A Guide to the Ralph M. Brown Act*", Ch. 3, p. 17.]**

4.13 Website and Social Media: Posting on District Social Media

- Directors are not authorized to post content to any District social media page on behalf of the District.
- Directors shall not create or maintain any social media page on behalf of the District, nor shall Directors create any social media page containing the seal or logo of the District.
- Directors may not comment or "like" any post on the District Social Media Pages.
- This doesn't prevent a Director from "sharing" a District post to his/her own Social Media Page, or any other Social Media Page.

Questions?

PATTY QUILIZAPA
PWD, General Counsel
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(949) 223-1170
pquilizapa@awattorneys.com



ATTACHMENT - B

ARTICLE 4: BOARD OF DIRECTORS (BoD) (Revised 2-11-09)

4.01 NUMBER OF DIRECTORS

The number of Directors shall be five (5) members elected at large from the District, each to be a resident and voter of one of the five voting Districts. (Water Code, §§ 21550, 21551.)

4.02 VOTING DISTRICTS

There shall be five (5) voting divisions with the boundaries as established by the Board of Directors to equalize, as best as possible, the number of registered voters in each voting division. These boundaries shall be adjusted with approval of the Board when deemed necessary. Resolution 09-06 and the PWD Boundary and Elective Division Map are attached hereto as Appendix A. (Water Code, § 21605.)

4.03 MEETINGS OF THE BOARD (Revised 1-13-10)

4.03.1 REGULAR MEETINGS OF THE BOARD

(a) Regular meetings of the Board are held on the second and fourth Wednesday of each calendar month at 7:00 p.m. or the time and dates set on the agenda when necessary. If the regular meeting falls on a holiday, the meeting time will be re-scheduled before or after that date as the Board directs.

(b) The District shall comply with all public noticing requirements of the Ralph M. Brown Act, codified at Sections 54954.5 through 54957.10. Additionally, the District shall specifically comply with the following noticing provisions at least 72 hours before the time of the meeting:

(i) The District shall provide notice by electronic mail, in the form of a final agenda, to a local newspaper of general circulation, radio or television station requesting such notice in writing.

(ii) The District shall post the agenda at the District Offices in a location visible and freely accessible to members of the public, and on the District's Internet Website, www.palmdalewater.org.

(iii) The District shall mail, by U.S. mail and electronic mail, copies of the agenda or agenda packets requested by any person pursuant to Government Code, Section 54954.1.

(iv) The General Manager shall ensure electronic mail delivery and personal delivery of the agenda and agenda packets to each member of the Board.

4.03.2 SPECIAL MEETINGS OF THE BOARD

Special meetings of the Board shall be held at a time and place as may be designated by the presiding officer or by a 3/5ths majority of the members of the Board. Special meetings shall comply with the requirements of Government Code, Section 54956 and 54956.5. Upon direction by the presiding officer, or a 3/5 majority, the General Manager shall ensure electronic mail delivery and personal delivery of the agenda to all members of the Board at least 24 hours prior to such special meeting. The General Manager shall also ensure delivery to all members of the Board of all documents that will be included in the agenda packet as soon as reasonably practical.

4.03.3 EMERGENCY MEETINGS OF THE BOARD

(a) In case of an emergency or dire emergency involving matters upon which prompt action is necessary due to disruption or threatened disruption of public facilities, or activity that severely impairs public health, safety, or both, an emergency meeting of the Board may be held at a time and place as may be designated by the presiding officer without complying with the 24 hour prior notice requirement. The Board of Directors designates the General Manager with the discretion to determine the existence of an emergency for purposes of

this Section. The General Manager shall ensure telephonic notice one hour in advance of the meeting to all members of the Board, all media who has requested notice of meetings in writing, followed by written confirmation through electronic mail.

(b) In the event of an emergency, the General Manager may be required to take certain actions before a special meeting of the Board may be held. Accordingly, the Board of Directors has authorized the General Manager to hire such additional personnel, equipment and contractors as deemed necessary to make repairs, alteration and modifications to the District's facilities that are required when emergencies occur. (Motion approved February 13, 1962; Resolution, dated February 20, 1969.)

4.03.4 QUORUM

The quorum consists of three Board Members. A quorum must be present for the Board to take action on any matter. A 3/5 Board majority is required for any action by the Board, except for a motion to adjourn or a motion to adjourn for a stated time.

4.03.5 BOARD MEETINGS: RULES OF PROCEDURE

The conduct of the meetings of the Board of Directors, Board committees, and and Board workshops, is governed by the Rules of Procedure attached hereto as Appendix DD. In the event a question of procedure is not addressed by the District Rules of Procedure, Robert's Rules of Order shall apply. Failure to comply with any portion of the District Rules of Procedure or the Robert's Rules of Order shall not render any action by the Board void.

4.04 BOARD ACTION

The Board may take action by motion, resolution, or ordinance. The affirmative vote of at least three directors is necessary for the Board to take action. Motions

and resolutions may be adopted on voice and/or mechanical vote: roll call shall be taken if requested by any director. Ordinances shall be adopted on roll call vote.

4.04.1 ORDINANCES

Where an ordinance is required by statute, but the procedure for such ordinance is not specified, the Board shall adopt the ordinance as follows:

1. The ordinance shall be noticed as an agenda item for two consecutive Board meetings.
2. The ordinance shall be introduced and read at two consecutive regular Board meetings, unless a motion is made and passed by a majority of the Board to waive the full reading of the ordinance. The ordinance may then be passed.
3. The ordinance shall become effective thirty (30) days after adoption and shall be published, within ten (10) days after its adoption, at least once for one week in a newspaper of general circulation within the boundaries of the district.

4.05 OFFICERS OF THE BOARD

The officers of the Board shall be:

President, Vice President, Treasurer and Secretary.

Officers shall be elected by a 3/5 majority vote of the Board. The Board shall reorganize every two years, following an election, unless by a 3/5 majority vote the Board approves a reorganization at any other time.

4.06 DUTIES AND OBLIGATIONS OF THE OFFICERS OF THE BOARD

Other than the duties and obligations specified herein, Officers have no rights or authority different from any other Director. In addition to such duties and obligations imposed by law or by action of the Board of Directors, the duties of each Officer of the District are as follows:

4.06.1 PRESIDENT

Preside over and conduct all meetings of the Board, including maintaining the order pursuant to the Rules of Procedure adopted by the Board and attached hereto as Appendix DD, to ensure constructive and democratic meetings and help, not hinder, the business and discussion of the Board. Carry out the resolutions and orders of the Board. Exercise other powers and perform other duties as prescribed by the Board in these Rules and Regulations and by other actions of the Board. Approve Board meeting agendas. Form or disband standing and ad hoc committees. Appoint committee members and the Chair of said committees. Sign all agreements to which the District is a party. Write and/or sign correspondence in behalf of the Board and PWD. In the event of an early vacancy in the office of the Presidency, the Vice President shall become the President.

4.06.2 VICE PRESIDENT

Exercise the duties of the President in the absence of, when the President stands down, or when the President is unable to continue in his/her duties due to any other reason. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.06.3 TREASURER

Sign financial instruments as required and serve as the Finance Committee Chair. The Treasurer acts on behalf of the President in the event the President and Vice President are unable to do so. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.06.4 SECRETARY

Certify or attest to the actions taken by the Board. Sign the minutes of the Board meeting following their approval. In the absence of the Secretary from any meeting at which the Board approved meeting minutes, the Vice President, if

present, shall sign the meeting minutes. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.07 DUTIES AND OBLIGATIONS OF ALL DIRECTORS

4.07.1 RULES OF CONDUCT

The Board of Directors shall at all times conduct itself in accordance with all applicable Federal laws, State laws, Local laws, and the District's Rules and Regulations. Any violations by any Director of these Rules and Regulations, including this Article IV, may be addressed by the Board in the manner provided at the Rules of Procedure, attached hereto as Appendix DD at Section IV.B.

4.07.2 PARTICIPATION IN OFFICIAL BUSINESS OF THE DISTRICT

Directors shall attend all regular and special meetings of the Board, including committee meetings, and other functions as approved in advance by the Board of Directors, including those listed in Appendix V. In the event a Director is unable to attend a meeting, or other official business of the District, the Director shall notify the President and General Manager with as much advance notice as reasonably practical, or as soon thereafter as reasonably practical. Failure to attend four consecutive regular meetings of the Board, without the prior approval of the Board, will result in loss of committee assignments. The Board shall excuse absences by approving such absences pursuant to the Consent Calendar at the next regular Board meeting.

4.07.3 DIRECTOR COMPENSATION (Revised 12-11-09)

(a) The District has set director compensation as provided herein, pursuant to Water Code, Section 20200, *et seq.* and Government Code, Section 53232, *et seq.* The Board of Directors shall be compensated for attendance at regular and special meetings of the Board, including committee meetings, and other

functions as approved in advance by the Board of Directors, at a rate of $150.00 per day up to the maximum number of days per month and the maximum annual compensation allowable by law. In addition, Directors shall be entitled to compensation for a day of service in attendance at all meetings and occurrences listed and as indicated in Appendix V, as the Board of Directors has determined those meetings and occurrences constitute performance of official duties rendered as members of the Board. Each Director shall submit, on a form provided by PWD and signed by the Director, the number of days of attendance for which compensation shall be made. Email or FAX submittal of the form shall be acceptable with signature to follow. Compensation for purely social functions is not allowable.

(b) Requests for compensation and expense reimbursement relating to any meeting or event not listed in Appendix V shall not be approved, unless the Board determines that the meeting constitutes one of the following:

(i) A conference or organized educational activity conducted in compliance with Government Code Section 54952.2, including, but not limited to, required ethics training pursuant to Government Code Section 53234, *et seq.*

(ii) A meeting or event attended at the formal request of the Board, including an event to recognize, any employee of the District, or members of the public.

(iii) A meeting or event necessary to further communications with representatives of regional, state and national government on District functions.

(iv) A meeting or event of regional, state and national organizations whose activities affect the District's interests.

4.07.4 DIRECTOR EXPENSES

The District has set the reimbursement for director expenses as provided herein, pursuant to Water Code, Section 20200, *et seq.* and Government Code, Section 53232, *et seq.* Directors shall be compensated for actual, reasonable and necessary expenses incurred for participating in activities approved in advance by the Board of Directors or as allowed as indicated in Appendix V attached hereto, and that further the goals and interests of the District.

Directors shall exercise prudence in all expenditures. Requests for reimbursement must be accompanied by receipts and documentation and shall be submitted on a form provided by the District and signed by the Director. Email or FAX submittal of the form shall be acceptable with signature to follow.

All requests for reimbursement shall be submitted monthly to the General Manager after the expenses were incurred or expenditures made. The General Manager shall ensure prompt payment of the reimbursable expenses and all questions regarding payment of reimbursable expenses to the staff shall be directed to the General Manager. The Finance Committee shall periodically review Director's expense reports and shall prepare such reports and documents as may be required under Government Code Section 53065.5 and Government Code 53232.3.

This policy is intended to result in no personal gain or loss to a Director and no reimbursement shall be allowed for transportation, lodging, meals or incidental expenses of family members or guests of a Director traveling with the Director to an authorized event.

4.07.5 REPORTS TO GOVERNING BOARD

At the regular meeting of the Board following any meeting, conference, educational activity or other authorized event for which compensation for a day of

services or reimbursement of expenses is requested, the Director attending the event shall give a brief report on the meeting or event. If more than one Director of the District attended the same meeting, a joint report may be made. Reports may be written or oral.

4.08 SPEAKING ENGAGEMENTS AND/OR PRESENTATIONS BY DIRECTORS

The District recognizes the importance of interaction with the community it serves and encourages opportunities for interaction that provides the most accurate information available. This often takes the form of speaking and giving presentations to community and other groups on behalf of the District. Community groups, whether formal or informal, are likely to focus on particular areas of the District's operations and policies. These include topics such as water rates and structure, water quality, state and local water conditions, water conservation and efficiency, and business and infrastructure planning.

The District therefore establishes these rules to ensure the community's needs are met and that the District is accurately represented. Members of the Board of Directors shall not make any presentation on behalf of the District, without the prior approval of the Board, as provided herein. Presentations made on behalf of the District, and therefore governed by these rules, include any speaking engagement or public presentation at any event to any group, entity, or association, related to any matter that relates to the business of the District, unless the Director makes the disclaimers required in these rules.

(a) Speaking Engagements and/or Presentations Made Pursuant to Requests From the Public

1. All requests from any person other than a Director or District Staff for a speaking engagement or presentation by any Director shall be

submitted to the District office with as much notice as possible before the event (Form attached as Appendix BB of Rules and Regulations);

2. Topic appropriate District staff will be assigned to prepare, or update, information for the presentation, and attend the presentation;

3. The General Manager shall inform all Directors of the public request;

4. The President shall determine whether the topic in the request relates to any matter within the purview of any standing committee. If so, the President shall refer the request to that committee to allow that committee to respond and designate a speaker, if approved.

5. If the topic or issue in the request does not relate to any matter within the purview of any standing committee, the President shall recommend to the Board of Directors whether to respond, approve, or disapprove a request. The Board shall approve the request by 3/5 majority vote and also approve a speaker by 3/5 majority vote.

(b) Speaking Engagements and/or Presentations Made Pursuant to Requests From Directors:

1. Directors must request prior approval from the Board before making any presentations on behalf of the District. Directors may request approval to speak on behalf of the District by submitting an approval request to the President, and notifying the General Manager of that request, with as much notice as possible before the event (Form attached as Appendix BB of Rules and Regulations).

2. Topic appropriate District staff will be assigned to prepare, or update, information for the presentation, and attend the presentation;

3. The President shall determine whether the topic or issue in the request relates to any matter within the purview of any standing committee. If so, the President shall refer the request to that committee to allow that committee to respond. If the committee does not approve the request, the Board may then consider and approve the request by a 3/5 majority vote.

(c) Speaking Engagement and/or Presentations by Directors On Their Own Behalf

1. Nothing herein prohibits or forbids a Director from making public presentations on his/her own behalf, so long as the Director clearly states orally at the beginning of that presentation, in any written or electronic material published in connection with that presentation, and in any written or electronic material distributed at the presentation, that the presentation is from the individual Director, not the District. The disclosure statement by the individual Director shall be in the following form:

"I am an elected official of the Palmdale Water District. However, I make this presentation/speech on my own behalf as an individual, and not on behalf of the Palmdale Water District, who may act and take positions only through a majority of its Board. Any views and positions in my presentation/speech are my own and shall not be attributed to the Palmdale Water District or its Board."

2. If a Director makes a presentation/speech on his own behalf pursuant to this Subsection, the Director may not distribute any official District material at such presentation that has not otherwise been made generally available to the public by the District, may not use the District's Logo, or allow the use of the Logo, in any material published, distributed, or displayed in connection with that presentation/speech. A Director may distribute his/her business card in which he/she is identified as a Director of the District and may allow for the publication of his/her business card in any material published, distributed, or displayed in connection with that presentation/speech, so long as:

   A. The business card is published in full and the following statement appears with the publication: "[Name] appears[/speaks/presents/sponsors] this event in his/her capacity as an elected official of the Palmdale Water District, not on behalf of the District. The District may only act and take positions pursuant to a majority of the Board."; and

   B. The Director submits the proposed publication to the General Counsel in advance for review and approval that the proposed publication conforms to this Rule.

4.09 PUBLIC STATEMENTS ON BEHALF OF THE DISTRICT

The District is not represented by any one individual director and is instead represented by action of the Board (through a 3/5 majority). Therefore, public statements can only be made on behalf of the District as authorized by the Board. The Board designates the President, General Manager, and Public Information

Officers as the persons authorized to make public statements on behalf of the District. Any other public statements shall not be attributable to the District or the Board.

4.10 PRESENTATION OF AWARDS AND RECOGNITIONS

(a) The District recognizes the importance of interaction with the community it serves and encourages opportunities for recognition of individuals, organizations, businesses, agencies or associations who share in the mission and strategic vision of the District to provide water within its service area. Accordingly, the Board authorizes and encourages its individual Directors, subject to the approval by the Outreach Committee, to recognize such efforts that are consistent with the Irrigation District Law, under which the District is formed, to "furnish sufficient water in the district for any beneficial use." (Water Code 22075.)

(b) The awards and recognitions authorized herein shall be in the form of a Certificate of Appreciation or Certificate of Recognition, collectively attached hereto in Appendix EE, recognizing the recipient's efforts in water conservation and efficiency, water resource management, water education, and other areas that relate to the District's purpose.

(c) The awards and recognitions authorized herein shall not be given in connection with any personal matters, political campaigns of the Director or others, or any legislative matters.

4.11 USE OF DISTRICT PROPERTY AND EQUIPMENT

A Director can be assigned selected District equipment for use on District business. A Director shall not use or permit the use of District equipment, telephones, materials or property for personal gain or profit, including for use in connection with any campaign or election. Each Director must protect and

properly use any District asset within his or her own control, including information recorded on paper or in electronic form. A Director shall not request a District employee to perform services for their personal gain or profit, including in connection with any campaign or election. Requests for assistance in connection with the official business of the District are not considered requests made for a Director's personal gain or profit.

4.12 USE OF DISTRICT MATERIAL CONTAINING DISTRICT SEAL/LOGO BY DIRECTORS

(a) Purpose of the Seal/Logo. The District has adopted the following seal, also referred to as its "logo," as the official seal of the Palmdale Water District, pursuant to the Irrigation District Law (Water Code, § 21404):

The seal has been adopted for purposes of identifying official communications, actions, and positions of the District. Therefore, the Board has approved use of the seal by individual Directors as provided herein to maintain uniformity in the representation of the District.

(b) Use of District Seal/Logo. Material containing the District seal, including District letterhead, shall only be used by Directors for District business and may not be used for any personal matters including political campaign materials or in connection with any political events or activities. Use or display of the District seal/logo at any political event or activity, whether it is in connection with District elections or unrelated elections, is not permitted. Any written or electronic communication or presentation by a Director that is

not approved as District business herein or approved separately by Board Action, shall not contain the District seal/logo.

(c) District Business. District business includes:

(i) Correspondence approved by the Board, such as communications to the Association of California Water Agencies and other governmental agencies, which shall thereafter be distributed to all Directors;

(ii) Distribution of any District promotional and informational material generally available to the public;

(iii) Distribution of official District material at events approved by the Board, including events listed at Appendix V;

(iv) Distribution of awards or recognitions on behalf of the District pursuant to Section 4.XX.XX;

(d) Publication or Reproduction of the District's Seal/Logo. Publication or reproduction of the District's seal/logo not expressly authorized in these Rules and Regulations must be approved by the Board in advance. The seal/logo is a trademark of the District. It cannot be used to imply endorsement of any event, position, or action of any other group, agency, association, or business, unless approved by the Board.

(e) Business Cards, Clothing and Other Items Distributed to Directors by the District. This Section does not apply to a Director's distribution of his/her business cards provided to the Director by the District, which identify the Director as an elected official of the District. This Section does apply, however, to the publication of a Director's business cards, which must also comply with Section 4.08,(c),(2). Additionally, this Section does not apply to the use of shirts or other items containing the District's Logo, which have

been distributed to the Director by the District. Use of such items, however, is subject to the laws and regulations of the State.

4.12 CAMPAIGNING RESTRICTIONS

4.12.1 SOLICITING POLITICAL CONTRIBUTIONS

Directors are prohibited from soliciting, or permitting others to solicit on his/her behalf, political funds or contributions at District facilities for the benefit of his/her own campaign for any office or the campaign of any other person for any other office.

4.12.2 USE OF DISTRICT PROPERTY, EQUIPMENT OR FACILITIES FOR CAMPAIGNING

Directors shall not use, or permit any other person to use, the District's seal, trademark, stationery, or other indicia of the District's identity, or facsimile thereof, in any solicitation for political contributions contrary to state or federal law. Directors shall not use, or permit any other person to use, District equipment, facilities, materials, or any other property for any solicitation for political contributions to any campaign.

4.13 WEBSITE AND SOCIAL MEDIA

The District has an interest in disseminating information useful to customers and others interested in the operations, goals, and objectives of the District. The District encourages the use of the internet, through its website or social media pages, to further the goals of the District, subject to the terms and conditions of the rules set forth herein. The use of such websites or social media pages by Directors, however, raises legal issues which are unique to government agencies. As such, these rules establish procedures for use of the website and social media by Directors.

4.13.1 DISTRICT WEBSITE

The District owns and maintains a website at www.palmdalewater.org for the purpose of conducting the official business of the District. The General Manager has the authority to manage the website, including the contents of the website, as part of the District's day-to-day operations. The General Manager, however, does not have the authority to post any material or content in connection with the political campaign of any Director of the District, in connection with the political campaign of any candidate for any other office, or in connection with his/her own performance evaluation.

4.13.2 DIRECTOR BIOGRAPHIES ON DISTRICT WEBSITE

Each Director shall submit to the General Manager a biography for publication on the District's website at www.palmdalewater.org. The biography of a Director shall be limited to the Director's own qualifications and experience, and shall not include language that in any way makes reference to other Directors or their qualifications, character or activities.

4.13.3 DIRECTORS' SOCIAL MEDIA COMMUNICATIONS POLICY

(a) Introduction/Purpose: In light of advances in information and communications technology, the Board has adopted this policy to ensure continued compliance with the Brown Act in connection with the District's social media and other electronic communications, including the District's Facebook and Twitter pages, while respecting a Director's right to express himself or herself on issues within the District's subject matter jurisdiction, and to enhance Directors' communications with their constituents.

(b) Creation and Maintenance of District Social Media Pages

1. The District Public Information Officer, under the supervision of the General Manager, shall create and maintain an official District Social Media Page, including the existing Facebook and Twitter

Palmdale Water District pages. The content posted on the District's Social Media Pages shall be consistent with the policy and direction provided by the Board for District matters.

2. Directors are not authorized to post content to any District social media page on behalf of the District. Only the District Public Information Officer shall post content to any District social media page on behalf of the District. Directors shall not create or maintain any social media page on behalf of the District, nor shall Directors create any social media page containing the seal or logo of the District.

(c) "Comments," "Likes," or "Sharing" on District Social Media Pages:

In order to avoid any violation of the still unclear applicability of the Ralph M. Brown Act to social media, Directors may not comment or "like" any post on the District Social Media Pages. Nothing herein prohibits a Director from "sharing" a District post to his/her own Social Media Page, or any other Social Media Page.

(d) Other Social Media Sites or Blogs, not maintained by the District:

The District is not responsible for the content, comments, "likes", or any other communication occurring on websites, blogs, or social media sites not maintained by the District. Nevertheless, Directors must exercise the same guidelines on non-District websites, blogs, or social media sites to avoid any implication of the Brown Act or other applicable laws.

4:13 RESPONSIBILITIES AND AUTHORITY OF THE BOARD AND GENERAL MANAGER

(a) The Board of Directors has the power and it shall be its duty to manage and conduct the business and affairs of the District. To assist the Board in

managing and conducting the business and affairs of the District, the Board has employed a General Manager to carry out Board policies, direct District operations, and provide day-to-day supervision of District employees and control of District expenditures. It is the judgment of the Board and the General Manager that clear delineation of their respective responsibilities and authority is essential to effective District management. Said authority and responsibilities are set out herein and in the General Manager Employment Agreement.

(b) Board communications to District staff shall be made through the office of the General Manager to ensure staff's time and resources are most efficient used and ensure compliance with budget restrictions.

ATTACHMENT - C

ARTICLE 4: BOARD OF DIRECTORS (BoD) (Revised 2-11-09)

4.01 NUMBER OF DIRECTORS

The number of Directors shall be five (5) members elected at large from the District, each to be a resident and voter of one of the five voting Districts. (Water Code, §§ 21550, 21551.)

4.02 VOTING DISTRICTS

There shall be five (5) voting divisions with the boundaries as established by the Board of Directors to equalize, as best as possible, the number of registered voters in each voting division. These boundaries shall be adjusted with approval of the Board when deemed necessary. Resolution 09-06 and the PWD Boundary and Elective Division Map are attached hereto as Appendix A. (Water Code, § 21605.)

4.03 MEETINGS OF THE BOARD (Revised 1-13-10)

4.03.1 REGULAR MEETINGS OF THE BOARD

(a) Regular meetings of the Board are held on the second and fourth Wednesday of each calendar month at 7:00 p.m. or the time and dates set on the agenda when necessary. If the regular meeting falls on a holiday, the meeting time will be re-scheduled before or after that date as the Board directs.

(b) The District shall comply with all public noticing requirements of the Ralph M. Brown Act, codified at Sections 54954.5 through 54957.10. Additionally, the District shall specifically comply with the following noticing provisions at least 72 hours before the time of the meeting:

(i) The District shall provide notice by electronic mail, in the form of a final agenda, to a local newspaper of general circulation, radio or television station requesting such notice in writing.

(ii) The District shall post the agenda at the District Offices in a location visible and freely accessible to members of the public, and on the District's Internet Website, www.palmdalewater.org.

(iii) The District shall mail, by U.S. mail and electronic mail, copies of the agenda or agenda packets requested by any person pursuant to Government Code, Section 54954.1.

(iv) The General Manager shall ensure electronic mail delivery and personal delivery of the agenda and agenda packets to each member of the Board.

4.03.2 SPECIAL MEETINGS OF THE BOARD

Special meetings of the Board shall be held at a time and place as may be designated by the presiding officer or by a 3/5ths majority of the members of the Board. Special meetings shall comply with the requirements of Government Code, Section 54956 and 54956.5. Upon direction by the presiding officer, or a 3/5 majority, the General Manager shall ensure electronic mail delivery and personal delivery of the agenda to all members of the Board at least 24 hours prior to such special meeting. The General Manager shall also ensure delivery to all members of the Board of all documents that will be included in the agenda packet as soon as reasonably practical.

4.03.3 EMERGENCY MEETINGS OF THE BOARD

(a) In case of an emergency or dire emergency involving matters upon which prompt action is necessary due to disruption or threatened disruption of public facilities, or activity that severely impairs public health, safety, or both, an emergency meeting of the Board may be held at a time and place as may be designated by the presiding officer without complying with the 24 hour prior notice requirement. The Board of Directors designates the General Manager with the discretion to determine the existence of an emergency for purposes of

this Section. The General Manager shall ensure telephonic notice one hour in advance of the meeting to all members of the Board, all media who has requested notice of meetings in writing, followed by written confirmation through electronic mail.

(b) In the event of an emergency, the General Manager may be required to take certain actions before a special meeting of the Board may be held. Accordingly, the Board of Directors has authorized the General Manager to hire such additional personnel, equipment and contractors as deemed necessary to make repairs, alteration and modifications to the District's facilities that are required when emergencies occur. (Motion approved February 13, 1962; Resolution, dated February 20, 1969.)

4.03.4 QUORUM

The quorum consists of three Board Members. A quorum must be present for the Board to take action on any matter. A 3/5 Board majority is required for any action by the Board, except for a motion to adjourn or a motion to adjourn for a stated time.

4.03.5 BOARD MEETINGS: RULES OF PROCEDURE

The conduct of the meetings of the Board of Directors, Board committees, and and Board workshops, is governed by the Rules of Procedure attached hereto as Appendix DD. In the event a question of procedure is not addressed by the District Rules of Procedure, Robert's Rules of Order shall apply. Failure to comply with any portion of the District Rules of Procedure or the Robert's Rules of Order shall not render any action by the Board void.

4.04 BOARD ACTION

The Board may take action by motion, resolution, or ordinance. The affirmative vote of at least three directors is necessary for the Board to take action. Motions

and resolutions may be adopted on voice and/or mechanical vote: roll call shall be taken if requested by any director. Ordinances shall be adopted on roll call vote.

4.04.1 ORDINANCES

Where an ordinance is required by statute, but the procedure for such ordinance is not specified, the Board shall adopt the ordinance as follows:

1. The ordinance shall be noticed as an agenda item for two consecutive Board meetings.
2. The ordinance shall be introduced and read at two consecutive regular Board meetings, unless a motion is made and passed by a majority of the Board to waive the full reading of the ordinance. The ordinance may then be passed.
3. The ordinance shall become effective thirty (30) days after adoption and shall be published, within ten (10) days after its adoption, at least once for one week in a newspaper of general circulation within the boundaries of the district.

4.05 OFFICERS OF THE BOARD

The officers of the Board shall be:

President, Vice President, Treasurer and Secretary.

Officers shall be elected by a 3/5 majority vote of the Board. The Board shall reorganize every two years, following an election, unless by a 3/5 majority vote the Board approves a reorganization at any other time.

4.06 DUTIES AND OBLIGATIONS OF THE OFFICERS OF THE BOARD

Other than the duties and obligations specified herein, Officers have no rights or authority different from any other Director. In addition to such duties and obligations imposed by law or by action of the Board of Directors, the duties of each Officer of the District are as follows:

4.06.1 PRESIDENT

Preside over and conduct all meetings of the Board, including maintaining the order pursuant to the Rules of Procedure adopted by the Board and attached hereto as Appendix DD, to ensure constructive and democratic meetings and help, not hinder, the business and discussion of the Board. Carry out the resolutions and orders of the Board. Exercise other powers and perform other duties as prescribed by the Board in these Rules and Regulations and by other actions of the Board. Approve Board meeting agendas. Form or disband standing and ad hoc committees. Appoint committee members and the Chair of said committees. Sign all agreements to which the District is a party. Write and/or sign correspondence in behalf of the Board and PWD. In the event of an early vacancy in the office of the Presidency, the Vice President shall become the President.

4.06.2 VICE PRESIDENT

Exercise the duties of the President in the absence of, when the President stands down, or when the President is unable to continue in his/her duties due to any other reason. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.06.3 TREASURER

Sign financial instruments as required and serve as the Finance Committee Chair. The Treasurer acts on behalf of the President in the event the President and Vice President are unable to do so. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.06.4 SECRETARY

Certify or attest to the actions taken by the Board. Sign the minutes of the Board meeting following their approval. In the absence of the Secretary from any meeting at which the Board approved meeting minutes, the Vice President, if

present, shall sign the meeting minutes. In the event of an early vacancy in the position of Vice-President, the Board shall elect a new Vice-President in accordance with Section 4.04.

4.07 DUTIES AND OBLIGATIONS OF ALL DIRECTORS

4.07.1 RULES OF CONDUCT

The Board of Directors shall at all times conduct itself in accordance with all applicable Federal laws, State laws, Local laws, and the District's Rules and Regulations. Any violations by any Director of these Rules and Regulations, including this Article IV, may be addressed by the Board in the manner provided at the Rules of Procedure, attached hereto as Appendix DD at Section IV.B.

4.07.2 PARTICIPATION IN OFFICIAL BUSINESS OF THE DISTRICT

Directors shall attend all regular and special meetings of the Board, including committee meetings, and other functions as approved in advance by the Board of Directors, including those listed in Appendix V. In the event a Director is unable to attend a meeting, or other official business of the District, the Director shall notify the President and General Manager with as much advance notice as reasonably practical, or as soon thereafter as reasonably practical. Failure to attend four consecutive regular meetings of the Board, without the prior approval of the Board, will result in loss of committee assignments. The Board shall excuse absences by approving such absences pursuant to the Consent Calendar at the next regular Board meeting.

4.07.3 DIRECTOR COMPENSATION (Revised 12-11-09)

(a) The District has set director compensation as provided herein, pursuant to Water Code, Section 20200, *et seq.* and Government Code, Section 53232, *et seq.* The Board of Directors shall be compensated for attendance at regular and special meetings of the Board, including committee meetings, and other

functions as approved in advance by the Board of Directors, at a rate of $150.00 per day up to the maximum number of days per month and the maximum annual compensation allowable by law. In addition, Directors shall be entitled to compensation for a day of service in attendance at all meetings and occurrences listed and as indicated in Appendix V, as the Board of Directors has determined those meetings and occurrences constitute performance of official duties rendered as members of the Board. Each Director shall submit, on a form provided by PWD and signed by the Director, the number of days of attendance for which compensation shall be made. Email or FAX submittal of the form shall be acceptable with signature to follow. Compensation for purely social functions is not allowable.

(b) Requests for compensation and expense reimbursement relating to any meeting or event not listed in Appendix V shall not be approved, unless the Board determines that the meeting constitutes one of the following:

(i) A conference or organized educational activity conducted in compliance with Government Code Section 54952.2, including, but not limited to, required ethics training pursuant to Government Code Section 53234, *et seq.*

(ii) A meeting or event attended at the formal request of the Board, including an event to recognize, any employee of the District, or members of the public.

(iii) A meeting or event necessary to further communications with representatives of regional, state and national government on District functions.

(iv) A meeting or event of regional, state and national organizations whose activities affect the District's interests.

4.07.4 DIRECTOR EXPENSES

The District has set the reimbursement for director expenses as provided herein, pursuant to Water Code, Section 20200, *et seq.* and Government Code, Section 53232, *et seq.* Directors shall be compensated for actual, reasonable and necessary expenses incurred for participating in activities approved in advance by the Board of Directors or as allowed as indicated in Appendix V attached hereto, and that further the goals and interests of the District.

Directors shall exercise prudence in all expenditures. Requests for reimbursement must be accompanied by receipts and documentation and shall be submitted on a form provided by the District and signed by the Director. Email or FAX submittal of the form shall be acceptable with signature to follow.

All requests for reimbursement shall be submitted monthly to the General Manager after the expenses were incurred or expenditures made. The General Manager shall ensure prompt payment of the reimbursable expenses and all questions regarding payment of reimbursable expenses to the staff shall be directed to the General Manager. The Finance Committee shall periodically review Director's expense reports and shall prepare such reports and documents as may be required under Government Code Section 53065.5 and Government Code 53232.3.

This policy is intended to result in no personal gain or loss to a Director and no reimbursement shall be allowed for transportation, lodging, meals or incidental expenses of family members or guests of a Director traveling with the Director to an authorized event.

4.07.5 REPORTS TO GOVERNING BOARD

At the regular meeting of the Board following any meeting, conference, educational activity or other authorized event for which compensation for a day of

services or reimbursement of expenses is requested, the Director attending the event shall give a brief report on the meeting or event. If more than one Director of the District attended the same meeting, a joint report may be made. Reports may be written or oral.

4.08 SPEAKING ENGAGEMENTS AND/OR PRESENTATIONS BY DIRECTORS

The District recognizes the importance of interaction with the community it serves and encourages opportunities for interaction that provides the most accurate information available. This often takes the form of speaking and giving presentations to community and other groups on behalf of the District. Community groups, whether formal or informal, are likely to focus on particular areas of the District's operations and policies. These include topics such as water rates and structure, water quality, state and local water conditions, water conservation and efficiency, and business and infrastructure planning.

The District therefore establishes these rules to ensure the community's needs are met and that the District is accurately represented. Members of the Board of Directors shall not make any presentation on behalf of the District, without the prior approval of the Board, as provided herein. Presentations made on behalf of the District, and therefore governed by these rules, include any speaking engagement or public presentation at any event to any group, entity, or association, related to any matter that relates to the business of the District, unless the Director makes the disclaimers required in these rules.

(a) Speaking Engagements and/or Presentations Made Pursuant to Requests From the Public

1. All requests from any person other than a Director or District Staff for a speaking engagement or presentation by any Director shall be

submitted to the District office with as much notice as possible before the event (Form attached as Appendix BB of Rules and Regulations);

2. Topic appropriate District staff will be assigned to prepare, or update, information for the presentation, and attend the presentation;

3. The General Manager shall inform all Directors of the public request;

4. The President shall determine whether the topic in the request relates to any matter within the purview of any standing committee. If so, the President shall refer the request to that committee to allow that committee to respond and designate a speaker, if approved.

5. If the topic or issue in the request does not relate to any matter within the purview of any standing committee, the President shall recommend to the Board of Directors whether to respond, approve, or disapprove a request. The Board shall approve the request by 3/5 majority vote and also approve a speaker by 3/5 majority vote.

(b) Speaking Engagements and/or Presentations Made Pursuant to Requests From Directors:

1. Directors must request prior approval from the Board before making any presentations on behalf of the District. Directors may request approval to speak on behalf of the District by submitting an approval request to the President, and notifying the General Manager of that request, with as much notice as possible before the event (Form attached as Appendix BB of Rules and Regulations).

2. Topic appropriate District staff will be assigned to prepare, or update, information for the presentation, and attend the presentation;

3. The President shall determine whether the topic or issue in the request relates to any matter within the purview of any standing committee. If so, the President shall refer the request to that committee to allow that committee to respond. If the committee does not approve the request, the Board may then consider and approve the request by a 3/5 majority vote.

(c) Speaking Engagement and/or Presentations by Directors On Their Own Behalf

1. Nothing herein prohibits or forbids a Director from making public presentations on his/her own behalf, so long as the Director clearly states orally at the beginning of that presentation, in any written or electronic material published in connection with that presentation, and in any written or electronic material distributed at the presentation, that the presentation is from the individual Director, not the District. The disclosure statement by the individual Director shall be in the following form:

"I am an elected official of the Palmdale Water District. However, I make this presentation/speech on my own behalf as an individual, and not on behalf of the Palmdale Water District, who may act and take positions only through a majority of its Board. Any views and positions in my presentation/speech are my own and shall not be attributed to the Palmdale Water District or its Board."

2. If a Director makes a presentation/speech on his own behalf pursuant to this Subsection, the Director may not distribute any official District material at such presentation that has not otherwise been made generally available to the public by the District, may not use the District's Logo, or allow the use of the Logo, in any material published, distributed, or displayed in connection with that presentation/speech. A Director may distribute his/her business card in which he/she is identified as a Director of the District and may allow for the publication of his/her business card in any material published, distributed, or displayed in connection with that presentation/speech, so long as:

A. The business card is published in full and the following statement appears with the publication: "[Name] appears[/speaks/presents/sponsors] this event in his/her capacity as an elected official of the Palmdale Water District, not on behalf of the District. The District may only act and take positions pursuant to a majority of the Board."; and

B. The Director submits the proposed publication to the General Counsel in advance for review and approval that the proposed publication conforms to this Rule.

4.09 PUBLIC STATEMENTS ON BEHALF OF THE DISTRICT

The District is not represented by any one individual director and is instead represented by action of the Board (through a 3/5 majority). Therefore, public statements can only be made on behalf of the District as authorized by the Board. The Board designates the President, General Manager, and Public Information

Officers as the persons authorized to make public statements on behalf of the District. Any other public statements shall not be attributable to the District or the Board.

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(a) The District recognizes the importance of interaction with the community it serves and encourages opportunities for recognition of individuals, organizations, businesses, agencies or associations who share in the mission and strategic vision of the District to provide water within its service area. Accordingly, the Board authorizes and encourages its individual Directors, subject to the approval by the Outreach Committee, to recognize such efforts that are consistent with the Irrigation District Law, under which the District is formed, to "furnish sufficient water in the district for any beneficial use." (Water Code 22075.)

(b) The awards and recognitions authorized herein shall be in the form of a Certificate of Appreciation or Certificate of Recognition, collectively attached hereto in Appendix EE, recognizing the recipient's efforts in water conservation and efficiency, water resource management, water education, and other areas that relate to the District's purpose.

(c) The awards and recognitions authorized herein shall not be given in connection with any personal matters, political campaigns of the Director or others, or any legislative matters.

4.11 USE OF DISTRICT PROPERTY AND EQUIPMENT

A Director can be assigned selected District equipment for use on District business. A Director shall not use or permit the use of District equipment, telephones, materials or property for personal gain or profit, including for use in connection with any campaign or election. Each Director must protect and

properly use any District asset within his or her own control, including information recorded on paper or in electronic form. A Director shall not request a District employee to perform services for their personal gain or profit, including in connection with any campaign or election. Requests for assistance in connection with the official business of the District are not considered requests made for a Director's personal gain or profit.

4.12 USE OF DISTRICT MATERIAL CONTAINING DISTRICT SEAL/LOGO BY DIRECTORS

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The seal has been adopted for purposes of identifying official communications, actions, and positions of the District. Therefore, the Board has approved use of the seal by individual Directors as provided herein to maintain uniformity in the representation of the District.

(b) Use of District Seal/Logo. Material containing the District seal, including District letterhead, shall only be used by Directors for District business and may not be used for any personal matters including political campaign materials or in connection with any political events or activities. Use or display of the District seal/logo at any political event or activity, whether it is in connection with District elections or unrelated elections, is not permitted. Any written or electronic communication or presentation by a Director that is

not approved as District business herein or approved separately by Board Action, shall not contain the District seal/logo.

(c) District Business. District business includes:

(i) Correspondence approved by the Board, such as communications to the Association of California Water Agencies and other governmental agencies, which shall thereafter be distributed to all Directors;

(ii) Distribution of any District promotional and informational material generally available to the public;

(iii) Distribution of official District material at events approved by the Board, including events listed at Appendix V;

(iv) Distribution of awards or recognitions on behalf of the District pursuant to Section 4.XX.XX;

(d) Publication or Reproduction of the District's Seal/Logo. Publication or reproduction of the District's seal/logo not expressly authorized in these Rules and Regulations must be approved by the Board in advance. The seal/logo is a trademark of the District. It cannot be used to imply endorsement of any event, position, or action of any other group, agency, association, or business, unless approved by the Board.

(e) Business Cards, Clothing and Other Items Distributed to Directors by the District. This Section does not apply to a Director's distribution of his/her business cards provided to the Director by the District, which identify the Director as an elected official of the District. This Section does apply, however, to the publication of a Director's business cards, which must also comply with Section 4.08,(c),(2). Additionally, this Section does not apply to the use of shirts or other items containing the District's Logo, which have

been distributed to the Director by the District. Use of such items, however, is subject to the laws and regulations of the State.

4.12 CAMPAIGNING RESTRICTIONS

4.12.1 SOLICITING POLITICAL CONTRIBUTIONS

Directors are prohibited from soliciting, or permitting others to solicit on his/her behalf, political funds or contributions at District facilities for the benefit of his/her own campaign for any office or the campaign of any other person for any other office.

4.12.2 USE OF DISTRICT PROPERTY, EQUIPMENT OR FACILITIES FOR CAMPAIGNING

Directors shall not use, or permit any other person to use, the District's seal, trademark, stationery, or other indicia of the District's identity, or facsimile thereof, in any solicitation for political contributions contrary to state or federal law. Directors shall not use, or permit any other person to use, District equipment, facilities, materials, or any other property for any solicitation for political contributions to any campaign.

4.13 WEBSITE AND SOCIAL MEDIA

The District has an interest in disseminating information useful to customers and others interested in the operations, goals, and objectives of the District. The District encourages the use of the internet, through its website or social media pages, to further the goals of the District, subject to the terms and conditions of the rules set forth herein. The use of such websites or social media pages by Directors, however, raises legal issues which are unique to government agencies. As such, these rules establish procedures for use of the website and social media by Directors.

4.13.1 DISTRICT WEBSITE

The District owns and maintains a website at www.palmdalewater.org for the purpose of conducting the official business of the District. The General Manager has the authority to manage the website, including the contents of the website, as part of the District's day-to-day operations. The General Manager, however, does not have the authority to post any material or content in connection with the political campaign of any Director of the District, in connection with the political campaign of any candidate for any other office, or in connection with his/her own performance evaluation.

4.13.2 DIRECTOR BIOGRAPHIES ON DISTRICT WEBSITE

Each Director shall submit to the General Manager a biography for publication on the District's website at www.palmdalewater.org. The biography of a Director shall be limited to the Director's own qualifications and experience, and shall not include language that in any way makes reference to other Directors or their qualifications, character or activities.

4.13.3 DIRECTORS' SOCIAL MEDIA COMMUNICATIONS POLICY

(a) Introduction/Purpose: In light of advances in information and communications technology, the Board has adopted this policy to ensure continued compliance with the Brown Act in connection with the District's social media and other electronic communications, including the District's Facebook and Twitter pages, while respecting a Director's right to express himself or herself on issues within the District's subject matter jurisdiction, and to enhance Directors' communications with their constituents.

(b) Creation and Maintenance of District Social Media Pages

1. The District Public Information Officer, under the supervision of the General Manager, shall create and maintain an official District Social Media Page, including the existing Facebook and Twitter

Palmdale Water District pages. The content posted on the District's Social Media Pages shall be consistent with the policy and direction provided by the Board for District matters.

2. Directors are not authorized to post content to any District social media page on behalf of the District. Only the District Public Information Officer shall post content to any District social media page on behalf of the District. Directors shall not create or maintain any social media page on behalf of the District, nor shall Directors create any social media page containing the seal or logo of the District.

(c) "Comments," "Likes," or "Sharing" on District Social Media Pages:

In order to avoid any violation of the still unclear applicability of the Ralph M. Brown Act to social media, Directors may not comment or "like" any post on the District Social Media Pages. Nothing herein prohibits a Director from "sharing" a District post to his/her own Social Media Page, or any other Social Media Page.

(d) Other Social Media Sites or Blogs, not maintained by the District:

The District is not responsible for the content, comments, "likes", or any other communication occurring on websites, blogs, or social media sites not maintained by the District. Nevertheless, Directors must exercise the same guidelines on non-District websites, blogs, or social media sites to avoid any implication of the Brown Act or other applicable laws.

4:13 RESPONSIBILITIES AND AUTHORITY OF THE BOARD AND GENERAL MANAGER

(a) The Board of Directors has the power and it shall be its duty to manage and conduct the business and affairs of the District. To assist the Board in

managing and conducting the business and affairs of the District, the Board has employed a General Manager to carry out Board policies, direct District operations, and provide day-to-day supervision of District employees and control of District expenditures. It is the judgment of the Board and the General Manager that clear delineation of their respective responsibilities and authority is essential to effective District management. Said authority and responsibilities are set out herein and in the General Manager Employment Agreement.

(b) Board communications to District staff shall be made through the office of the General Manager to ensure staff's time and resources are most efficient used and ensure compliance with budget restrictions.

ATTACHMENT - D

APPENDIX CC

BOARD MEETINGS: RULES OF PROCEDURE

The Board has approved the Rules of Procedure herein as its rules of order applicable to all public Board meetings. Any procedure not addressed herein shall be governed by the Robert's Rules of Order. Failure to follow these Rules of Procedure or the Robert's Rules of Order shall not render void any action taken by the Board of the District.

I. GENERAL PRINCIPLES

- The purpose of the Rules of Order is to facilitate the business of the Board of Directors for the District and to ensure an equal opportunity for all Directors to contribute and participate in conducting the business of the District. The Rules are intended to assist, not inhibit, the meeting and discussion of the Directors.

- A meeting can deal with only one matter at a time. The various kinds of motions have therefore been assigned an order of precedence.

- All Directors have equal rights, privileges and obligations. The Chair's main responsibility is to use the authority of the Chair to ensure that all people attending a meeting are treated equally—for example, not to permit a vocal few to dominate the debates.

- A majority vote decides an issue. Parliamentary rules enable a meeting to determine the will of the majority of the Directors attending a meeting.

- The rights of the minority must be protected at all times. Although the ultimate decision rests with a majority, all Directors have such basic rights as the right to be heard and the right to oppose.

- Every matter presented for decision should be discussed fully. The right of every Director to speak on any issue is as important as each Director's right to vote. The Rules ensure order in the discussion, without Directors speaking over each other. The lack of order interferes with the public's right to clear information.

- Every Director has the right to understand the meaning of any question presented to a meeting, and to know what effect a decision will have. A Director always has the right to request information on any motion he or she does not thoroughly understand. Moreover, all meetings must be characterized by fairness and by good faith. Parliamentary strategy is the art of using procedure legitimately to support or defeat a proposal.

- Orderly meetings are most likely to occur when Directors, staff, and other presenters are provided with information regarding the meeting sufficiently in advance to prepare for discussion at a meeting. Advance preparation by Directors, staff, and other presenters

ensures all questions and concerns are fully addressed in an orderly manner at public meetings.

II. DEFINITIONS

"Board" means the Board of Directors of the Palmdale Water District.

"Director" means a member of the Board.

"District" means the Palmdale Water District.

"Chair" or "Chairperson" means the Director who is leading the Board's meeting.

"Majority of the Board" means a majority of the Directors at the Board's meeting.

"Item" means a motion or other subject which is to be considered by the Board.

III. RULES OF ORDER

A. Order of Meetings

Meetings shall commence at the time specified in the public agenda, or as soon thereafter as is reasonably possible, and shall continue until all matters listed as items on the published agenda have been completed or until other disposition of uncompleted items has been approved by a majority of the Board.

The Chair shall conduct the meeting in the order of the published meeting agenda, unless a majority of the Board approves hearing an item out of order, continuing an item to another meeting, or removing the item from the agenda.

Hearing on any item may be continued or re-continued to any subsequent meeting by majority vote of the Board on a motion to continue the item.

The Board has adopted the following as the preferred order of business and should be followed for the Board agendas:

Sample Order of Agenda/Business

- Pledge of Allegiance
- Roll Call
- Adoption of Agenda
- Public comments for non-agenda items
- Presentations
- Consent Calendar (including public comment)

- Approval of Minutes
- Payment of Bills

- Action Calendar (including public comment)
- Information Items
- Reports of Directors
  - Meetings/General Report
  - Standing Committee/Assignment Reports
- Report of General Manager
- Report of Attorney
- Public comments on closed session agenda matters
- Closed session
- Public report of any action taken in closed session.
- Directors' requests for future agenda items
- Adjournment

B. Order of Discussion of Each Item on the Agenda

The Chair shall read the description of each matter listed as an agenda item.

1. Presentations to the Board on Agenda Item

The Chair will open the presentations portion on the item, which may consist of presentations to the Board by District staff, consultants, or other persons designated by the General Manager. Directors may ask questions of each presenter, upon recognition by the Chair.

Upon completion of any presentation and any questions by Directors, the Chair shall open the item for public hearing.

2. Public Discussion on Matters Before the Board

Upon opening the public hearing and before any motion is adopted related to the merits of the matter on the agenda, the Chair shall open the public comment period. The Chair shall call members of the public who desire to speak on the matter which is to be heard or to present evidence respecting the matter. Any person desiring to speak

or present evidence shall make his/her presence known to the Chair and upon being recognized by the Chair, the person may speak or present evidence relevant to the matter being heard. No person shall be permitted during his or her public comment to speak about matters that are not germane to the matter being considered. A determination of relevance shall be made by the Chair, but may be appealed as set forth in these rules.

No person may speak without first being recognized by the Chair, who will call speakers who have filled out a "Speaker Request Card." Each person will be limited to three minutes and shall not be interrupted by Directors until the end of the three-minute period. Time limits shall be uniformly applied to all members of the public and adhered to as strictly as possible to avoid allegations of unfair treatment. The Chair may upon majority vote remove any member of the public disrupting the meeting in the manner described at Section IV. A of these Rules.

Directors who wish to ask questions of the speakers or each other, during the public hearing portion may do so but only after the end of the public speaker's three-minute period and upon being recognized by the Chair. Directors shall limit their questions to clarifications of facts presented by the member of the public.

Any member of the public may submit in advance to the Board written material related to any matter being heard by the Board. Such written material shall be submitted to the General Manager, who shall provide copies to the Board as soon as reasonably practical before the meeting. The Secretary shall retain all such material as part of the record of the meeting.

If public hearing applies to a quasi-judicial matter, even though limits can be placed on speakers, good practice dictates that the affected party (applicant, appellant, individual having license revoked, etc.) be given a reasonable opportunity to present his/her case to avoid a denial of due process. Quasi-judicial proceedings are evidence gathering procedures which require the Board decision to be based on substantial evidence in the record. Legislative proceedings are <u>not</u> dependent upon evidence presented and the Board can exercise a much broader range of discretion.

3. Consideration of Question by Board

After all members of the public desiring to speak upon the subject of the hearing have been given an opportunity to do so, the Chair shall close the public comment portion of the hearing and shall begin the deliberation of the matter by the Board. No member of the public shall be allowed, without consent of the Chair, to speak further on the question during the period of deliberation.

Directors may speak on each item, including posing questions to staff and other Directors, but may do so only upon being recognized by the Chair. The Chair shall recognize each Director desiring to speak on a matter in an orderly manner and allow only one Director or person to speak at a time. Directors wishing to respond to

comments by any other Director must do so only at the time he or she is recognized by the Chair to speak. The Chair shall not permit disorderly debate.

At the conclusion of Board discussion, and upon appropriate motion having been made and seconded, the Board shall vote to either continue the matter or vote on the matter.

C. Action of the Board

All actions of the Board, including the approval of resolutions or ordinances, require a motion by any Director and approval of a majority of the Board.

1. Motion Procedure

Business is accomplished in meetings by means of debating motions. The word "motion" refers to a formal proposal by two Directors (the mover and seconder) that the Board take certain action.

Any Director may make a motion and any other Director may second the motion. When a motion has been made and seconded, the matter is open for discussion by the Board. Normally, a Director may speak only once on the same question, except for the mover of the main motion, who has the privilege of "closing" the debate (that is, of speaking last). If an important part of a Director's speech has been misinterpreted by a later speaker, it is in order for the Director to speak again to clarify the point, but no new material should be introduced. If two or more people want to speak at the same time, the Chair should call first upon the one who has not yet spoken.

If the Director who made the motion that is being discussed claims the floor and has already spoken on the question, he/she is entitled to be recognized before other Directors.

The mover of a motion may not speak against his or her own motion, although the mover may vote against it. The mover need not speak at all, but when speaking, it must be in favor of the motion. If, during the debate, the mover changes his or her mind, he or she can inform the meeting of the fact by asking the meeting's permission to withdraw the motion.

2. Determining Results of a Vote

Motions must pass by a majority affirmative vote of the Board. Abstentions shall not count as affirmative votes.

Motions and resolutions may be adopted on voice and/or mechanical vote: roll call shall be taken if requested by any Director. Ordinances shall be adopted on roll call vote.

When motions or resolutions are adopted on voice vote, the Chair shall solicit the vote of Directors and cast his/her vote last.

3. Types of Motions

a. Main Motion

A main motion is a motion that brings business before a meeting. Because a meeting can consider only one subject at a time, a main motion can be made only when no other motion is pending. A main motion ranks lowest in the order of precedence.

When a main motion has been stated by one Director, seconded by another Director, and repeated for the meeting by the Chair, the meeting cannot consider any other business until that motion has been disposed of, or until some other motion of higher precedence has been proposed, seconded and accepted by the Chair.

A main motion must not interrupt another speaker, requires a seconder, is debatable, is lowest in rank or precedence, can be amended, cannot be applied to any other motion, may be reconsidered, and requires a majority vote.

When a motion has been made by a Director and seconded by another, it becomes the property of the meeting. The mover and seconder cannot withdraw the motion unless the meeting agrees. Usually the Chair will ask if the meeting objects to the motion's being withdrawn. If no one objects, the Chair will announce: "The motion is withdrawn."

b. Secondary Motions

Secondary motions consist of subsidiary motions, privileged motions, and incidental motions. Secondary motions are ones that are in order when a main motion is being debated; ones that assist a meeting to deal with the main motion.

A secondary motion thus takes precedence over a main motion; a main motion takes precedence over nothing, yielding to all secondary motions. When a secondary motion is placed before a meeting, it becomes the immediately pending question; the main motion remains pending while the Board deals with the secondary motion.

The main motion, the subsidiary motions, and the privileged motions fall into a definite order of precedence, which gives a particular rank to each. The main motion—which does not take precedence over anything—ranks lowest. Each of the other motions has its proper position in the rank order, taking precedence over the motions that rank below and yielding to those that rank above it.

i. Subsidiary Motions

Subsidiary motions assist a meeting in treating or disposing of a main motion (and sometimes other motions). Once the main motion is properly placed on the floor, subsidiary motions may be employed in addressing the main motion.

The subsidiary motions are listed below in descending order of rank. Each of the motions takes precedence over the main motion and any or all of the motions listed before it.

Subsidiary motions are appropriate and may be made by any Director at any appropriate time during the discussion of the main motion.

Subsidiary Motions include:

- Table (To Temporarily Suspend Consideration of an Issue)

  The motion must not interrupt another speaker, must be seconded, is not debatable, is not amendable, may not be reconsidered, and requires a majority vote.

  In order to bring the matter back before the Board, a Director must move that the matter be "taken from the table", seconded and passed by a majority.

  A motion to take from the table must be made at the same meeting at which it was placed on the table or at the next regular meeting of the Board. Otherwise the motion that was tabled dies, although it can be raised later as a new motion.

- Previous Question (To Vote Immediately)

  Any Director may move to immediately bring the question being debated by the Board to a vote, suspending any further debate.

  The motion may not interrupt a speaker, must be seconded. A majority vote is required for passage

- Continue to Another Meeting

  Any Director may move to continue the item to another meeting. This motion continues the pending main motion to a future date or time as determined by the Board at the time the motion is passed.

  A motion to postpone to a definite time may not interrupt another speaker, must be seconded, is debatable only as to the propriety or advisability of continuing the motion, can be amended, can be reconsidered, and requires a majority vote.

- Commit or Refer

  Any Director may move that the matter being discussed should be referred to a committee, commission or staff for further study. The motion may contain directions for the committee, commission or staff,

as well as, a date upon which the matter will be returned to the Board's agenda.

The motion must be seconded and requires a majority vote for passage. If no date is set for returning the item to the Board agenda, any Director may move, at any time, to require the item be returned to the agenda. The motion must be seconded and a majority vote is required.

- Amend

  An amendment is a motion to change, to add words to, or to omit words from, an original motion. The change is usually to clarify or improve the wording of the original motion and must be germane to that motion.

  Any Director may amend the main motion or any amendment made to the main motion. Before the main motion may be acted upon, all amendments and amendments to amendments must first be acted upon. An amendment must be related to the main motion or amendment to which it is directed. Any amendment which substitutes a new motion rather than amending the existing motion is out of order and may be so declared by the Chair.

  A motion to amend must be seconded and requires a majority vote for passage.

- Postpone Indefinitely

  Any Director may move to postpone indefinitely the motion on the floor, thus avoiding a direct vote on the pending motion and suspending any further action on the matter.

  The motion must be seconded and requires a majority vote for passage.

ii. Incidental Motions

These motions are incidental to the motions or matters out of which they arise. Because they arise incidentally out of the immediately pending business, they must be decided immediately, before business can proceed. Most incidental motions are not debatable.

Incidental motions do not have an order or precedence. An incidental motion is in order only when it is legitimately incidental to another pending motion or when it is legitimately incidental in some other way to business at hand. It then takes precedence over any other motions that are pending—that is, it must be decided immediately.

- Point of Order

This motion permits a Director to draw the Chair's attention to what he/she believes to be an error in procedure or a lack of decorum in debate. The Director will rise and say: "I rise to a point of order," or simply "Point of order." The Chair shall recognize the Director, who will then state the point of order. The Chair is required to make an immediate ruling on the question involved. The Chair will usually give his/her reasons for making the ruling. If the ruling is thought to be wrong, the Chair can be challenged.

A point of order can interrupt another speaker, does not require a seconder, is not debatable, is not amendable, and cannot be reconsidered.

- Objection to the Consideration of a Question

  If a Director believes that it would be harmful for a meeting even to discuss a main motion, he/she can raise an objection to the consideration of the question; provided debate on the main motion has not begun or any subsidiary motion has not been stated.

  The motion can be made when another Director has been assigned the floor, but only if debate has not begun or a subsidiary motion has not been accepted by the Chair. A Director rises, even if another has been assigned the floor, and without waiting to be recognized, says, "Mr. Chair [or Madame Chair], I object to the consideration of the question (or resolution or motion, etc.)."

  The motion does not need a seconder, is not debatable, and is not amendable.

  The Chair responds, "The consideration of the question is objected to. Shall the question be considered?"

  The motion can be reconsidered, but only if the objection has been sustained.

- Division of Question

  Any Director may move to divide the subject matter of a motion which is made up of several parts in order to vote separately on each part. This motion may also be applied to complex ordinances or resolutions.

  The motion requires a second and a majority vote for passage.

- Requests and Inquiries

a) Parliamentary Inquiry—a request for the Chair's opinion (not a ruling) on a matter of parliamentary procedure as it relates to the business at hand.

b) Point of Information—a question about facts affecting the business at hand, directed to the Chair or, through the Chair, to a Director.

c) Request to Read Papers.

d) Request to be Excused from a Duty.

e) Request for Any Other Privilege.

The first two types of inquiry are responded to by the Chair, or by a Director at the direction of the Chair; the other requests can be granted only by majority vote.

iii. Privileged Motions

Unlike either subsidiary or incidental motions, privileged motions do not relate to the pending business, but have to do with special matters of immediate and overriding importance that, without debate, should be allowed to interrupt the consideration of anything else.

The privileged motions are listed below in descending order of rank. Each of the succeeding motions takes precedence over the main motion, any subsidiary motions, and any or all of the privileged motions listed before it.

- Fix Time to Which to Adjourn

  This is the highest-ranking of all motions. Under certain conditions while business is pending, a meeting—before adjourning or postponing the business—may wish to fix a date, an hour, and sometimes the place, for another meeting or for another meeting before the next regular meeting. A motion to fix the time to which to adjourn can be made even while a matter is pending, unless another meeting is already scheduled for the same or the next day.

  The motion may not interrupt a speaker, must be seconded, is not debatable, is amendable (for example, to change the time and/or place of the next meeting), can be reconsidered, and requires a majority vote.

- Adjourn

  Any Director may move to adjourn at any time, even if there is business pending.

The motion must be seconded and a majority vote is required for passage. The motion is not debatable.

- Recess

  A Director can propose a short intermission in a meeting, even while business is pending, by moving to recess for a specified length of time.

  The motion may not interrupt another speaker, must be seconded, is not debatable, can be amended (for example, to change the length of the recess), cannot be reconsidered, and requires a majority vote.

- Question or Point of Privilege

  Any Director, at any time during the meeting, may make a request of the Chair to accommodate the needs of the Board or his/her personal needs for such things as reducing noise, adjusting air conditioning, ventilation, lighting, etc. Admissibility of question is ruled on by the Chair.

- Orders of the Day

  Any Director may demand that the agenda be followed in the order stated therein.

  No second is required and the Chair must comply unless the Board, by majority vote, sets aside the orders of the day.

- Challenging a Ruling of the Chair

  Any ruling of the Chair can be challenged, but such appeals must be made immediately after the ruling. If debate has progressed, a challenge is not in order.

  When a Director wishes to appeal from the decision of the Chair, the Director speaks as soon as the decision is made, even if another has the floor, and without waiting to be recognized by the Chair, says, "Mr. Chair [or Madame Chair], I appeal from the decision of the Chair." The Chair should state clearly the decision being questioned, and if necessary the reasons for the decision, and then state the question this way: "The question is, 'Shall the decision of the Chair be sustained?" If two Directors (mover and seconder) appeal a decision of the Chair, the effect is to open the decision to a vote.

  Such a motion is in order when another speaker has the floor, but it must be made at the time of the Chair's ruling and before debate progresses. The motion must be seconded, is not amendable, but can be reconsidered. A majority or tie vote sustains the decision of the Chair,

on the principle that the Chair's decision stands until reversed by a majority of the meeting. The Chair can vote on this motion.

iv. Motions that Bring a Question Again Before the Assembly

- Rescind

  The Board may rescind, repeal or annul any prior action taken with reference to any legislative matter so long as the action to rescind, repeal or annul complies with all the rules applicable to the initial adoption, including any special voting or notice requirements or unless otherwise specified by law.

- Reconsider

  Except for votes regarding matters which are quasi-judicial in nature or matters which require a noticed public hearing, the Board may reconsider any vote taken at the same session to correct inadvertent or precipitant errors, or consider new information not available at the time of the vote.

  The motion to reconsider must be made by a Director who voted on the prevailing side, must be seconded and requires a majority vote for passage, regardless of the vote required to adopt the motion being reconsidered. If the motion to reconsider is successful, the matter to be reconsidered takes no special precedence over other pending matters and any special voting requirements related thereto still reconsider, once a matter has been determined and voted upon, the same matter cannot be brought up again at the same meeting

- Discharge a Committee (From Further Consideration)

  If a question has been referred, or a task assigned, to a committee that has not yet made its final report, and if a meeting wants to take the matter out of the committee's hands (either so that the meeting itself can deal with the matter or so that the matter can be dropped), such action can be proposed by means of a motion to discharge the committee from further consideration of a topic or subject.

  Such a motion cannot interrupt another speaker, must be seconded, is debatable (including the question that is in the hands of the committee), and is amendable. Because the motion would change action already taken by the meeting, it requires a majority vote.

  A negative vote on this motion can be reconsidered, but not an affirmative one.

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c. Motion Procedure Guidelines for Common Motions

What you want to do:	Language:	May You Interrupt the Speaker?	Do You Need A Second?	Is It Debatable?	Can It Be Amended?	What Vote Is Needed?	Can It Be Reconsidered ?
Introduce Business	"I move that..."	No	Yes	Yes	Yes	Majority	Yes
Continue Discussion	"I move to continue this item until (date)"	No	Yes	Yes	Yes	Majority	Yes
Amend a Motion	"I move to amend the motion by ..."	No	Yes	Yes	Yes	Majority	Yes
Adjourn Meeting	"I move that we adjourn"	No	Yes	No	No	Majority	No
Give Closer Study of An Item	"I move to refer the matter to a subcommittee"	No	Yes	Yes	Yes	Majority	Yes
Request Information	"Point of information"	Yes	No	No	No	No Vote	No
End Debate & Amendment	"I call for the question" "I move the previous question"	No	Yes	No	No	2/3	No
Reconsider a Hasty Action	"I move to reconsider the vote on ..."	Yes	Yes		No	Majority	No
Temporarily Suspend Considering an Issue	"I move to table the motion"	No	Yes	No	No	Majority	No
Take up a Matter Previously Tabled	"I move to take from the table..."	No	Yes	No	No	Majority	No
Postpone Indefinitely							
Avoid Considering an Improper Matter	"I object to consideration of this motion"	Yes	No	No	No	2/3	
Protest Breach of Rules or Conduct	"I rise to a point of order"	Yes	No	No	No	No Vote	No

VOTING	Chair restates the motion
	ELECTRONIC: "Please cast your vote"
	VOICE: "All those in favor...; those opposed...; motion carries/is rejected"
	ROLL CALL: "Boardmember (in seniority order), Vice Chair, Chair; motion carries/is rejected"
	GENERAL CONSENT: (Various Options) "Please cast your vote" or "Without objection, motion is adopted"

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IV. ENFORCEMENT OF RULES OF ORDER

A. Disruption by Members of the Public

If any meeting is willfully interrupted by a person or persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by removal of the disruptive individuals, of if any member of the public uses profanity or threats to direct his/her comments to the Board, a Director, staff, or any member of the public, the Chair, with the concurrence of a majority of the Directors present, may order the meeting room cleared and continue with the meeting. Members of the press or other news media may remain unless they participated in creating the disruption. In the event the Board meeting room is cleared, the Board cannot consider anything not on the agenda. *Government Code* section 54957.9.

B. Censure of Directors

Censure is a formal Resolution of the Board reprimanding one of its own Directors for specified conduct, generally a serious violation of law or of District Rules and Regulations where the violation of policy is considered to be a serious offense. Censure should not follow an occasional error in judgment, which occurs in good faith and is unintentional. Censure carries no fine or suspension of the rights of the member as an elected official, but a censure is an expression of the Board's disapproval of a Director's conduct.

Any Director may submit, in writing, a complaint and request for a censure hearing concerning an alleged violation of law or serious violation of Board policies by another Director. The complaint shall be submitted to the President, or if the complaint is about the President, to the Vice President.

Prior to any formal action by the Board to censure a Director, the Director against whom censure is sought is entitled to due process of law, which requires notice and the opportunity to be heard and to refute the evidence against him or her, by means of a censure hearing. The complaint shall contain specific factual allegations and any supporting evidence of specific conduct alleged to violate existing law or District Rules and Regulations. The President or Vice President, within 15 business days, shall review the complaint and either (1) issue an advisory opinion to the Board; or (2) conduct further investigation and/or a hearing on the matter.

Upon completion of its review of the complaint and any additional investigation the President or Vice President shall determine if, considering all the facts and evidence, there are reasonable grounds to believe or not believe that the alleged violation of law or serious violation of District Rules and Regulations occurred. The President or Vice President shall make a written report to the Board stating the specific law or policy alleged to have been violated, and summarizing the complaint, evidence, and the results of any additional investigation. The President or Vice President shall also make a recommendation to the Board that the complaint is supported by sufficient evidence of a violation of law or serious violation of District Rules and Regulations to warrant a

censure hearing, or, alternatively, that the complaint is not supported by sufficient evidence of a violation of law or serious violation of District Rules and Regulations to warrant a Board censure hearing.

If the President or Vice President determines that the allegations are supported and a censure hearing is warranted, the matter shall be set for a public censure hearing before the Board; if the President or Vice President concludes that the allegations are not supported and a censure hearing is not warranted, the President or Vice President's recommendation will be forwarded to the Board and no further action taken, unless the Board directs, by a majority consensus of the Board during a Board meeting, the matter to be placed on its agenda for further consideration. In either case, a copy of the final report shall be provided to the accused Director at the same time it is provided to the Board.

If a public hearing is set before the Board, it shall be far enough in advance to give the accused Director subject to censure adequate time to review the allegations and evidence against him or her and prepare a defense, but no longer than 15 days from the date of the President or Vice President's recommendation.

At the hearing, the Director shall be given an opportunity to make an opening statement, closing statement, and to question his or her accusers. The hearing shall not be a formal adversarial hearing and the Rules of Evidence shall not apply to the proceeding. An accused Director may choose to be represented and to designate his or her representative to speak on his or her behalf.

A Board decision to censure requires the adoption of a Resolution making findings, based on substantial evidence, that the Director has engaged in conduct that constitutes a violation of law or a serious violation of District Rules and Regulations. The Resolution must be affirmed by at least three affirmative votes of the Board. The accused Director shall not participate in the Board's deliberations after the public hearing is closed or in any vote by the Board on the proposed censure.

P A L M D A L E W A T E R D I S T R I C T

B O A R D M E M O R A N D U M

DATE: February 11, 2015 **February 18, 2015**

TO: BOARD OF DIRECTORS **Workshop Meeting**

FROM: Mr. Dennis D. LaMoreaux, General Manager

RE: ***AGENDA ITEM NO. 5.2 – CONSIDERATION AND POSSIBLE ACTION ON PROPOSAL RECEIVED FROM BHI MANAGEMENT CONSULTING FOR FACILITATING A BOARD ROLE AND GOVERNANCE WORKSHOP.***

Recommendation:
Staff recommends the Board approve the proposal received from BHI Management Consulting for facilitating a Board Role and Governance Workshop in the not-to-exceed amount of $5,000.00.

Alternative Options:
The alternative is to not approve the proposal from BHI Management Consulting.

Impact of Taking No Action:
A Board Role and Governance Workshop will not be held.

Background:
The Board of Directors recently completed the California Special Districts Association's Recognition in Special District Governance courses. Mr. Brent Ives, Principal for BHI Management Consulting, is proposing a Workshop covering the Role of the Board and Best Governance Practices to continue this education. Mr. David Aranda, BHI Senior Consultant, will be the primary trainer/facilitator for this Workshop. Mr. Aranda is a known subject matter expert in local agency governance and has taught the Governance Foundations course for the California Special Districts Association for nearly fifteen years.

Strategic Plan Initiative:
This work is part of Strategic Initiative No. 1 – Regional Leadership.

Budget:
This is under Budget Item No. 1-02-4110-000 – Consultants.

Supporting Documents:
- Proposal from BHI Management Consulting to facilitate a Board Role and Governance Workshop

BHI MANAGEMENT CONSULTING

"Organizational Efficiency for Public Agencies"

Mr. Dennis LaMoreaux
Palmdale Water District
2029 East Avenue Q
Palmdale, CA 93550

February 2, 2015

Subject: Proposal to facilitate a Board Role and Governance Workshop

Dear Mr. LaMoreaux,

This proposal letter outlines the basic approach that BHI Management Consulting will take for preparation, conducting, de-briefing and report for leading the Board of Directors (Board) through a three-hour workshop covering the Role of the Board and Best Governance Practices.

Mr. David Aranda, BHI Sr. Consultant, will be the primary trainer/facilitator assigned to this project. His professional introduction and our references for similar projects are also included.

The project will proceed as follows:

1. Preparation - Consultant will first request all relevant documentation for review allowing added context and background for the workshop. Consultant and BHI Principal, Brent Ives, will conduct a pre-workshop teleconference with District General Manager to discuss background for and particular needs of the workshop.
2. Board and GM Interviews – Consultant will interview the General Manager and each Board member. These interviews usually are conducted for 1 hour each.
3. Workshop - Consultant will prepare for and facilitate a 3-4 hour workshop session with the Board of Directors to achieve agreed upon deliverables with the topics generally surrounding the Role of the Board and Best Governance Practices. General topics anticipated are:
    1. The Basis, Evolution and Obligation of Board Membership
    2. Board Member Role
    3. Board Governance/Process
    4. Board Team Membership
    5. Optimizing the Use of Committees
    6. Communicating as Board Member
4. De-brief - Consultant and Brent Ives will conduct a de-brief teleconference with the District General Manager and Board President to discuss the results of the workshop, findings from the workshop and initial recommendations of the District.
5. Report – Consultants will provide a brief written report outlining the results of the workshop and recommendations for the District in these areas.

Cost –
Costs for Services - BHI Management Consulting proposes the fixed fee of $4500.00 plus customary expenses relating to attendance at the workshop and teleconference fees. Expenses are not expected to exceed $450.

Primary Consultant Introduction –
David Aranda has been a General Manager of California Special Districts for over 20 years and brings 15 years in executive management in the private sector. He is a known subject matter expert in local agency governance for California Special Districts, teaching thousands in good board work across California. David has taught the class in Governance Foundations for the California Special Districts Association for nearly 15 years. He has taught thousands of Board members and executive staff in the subject of good governance and best practices. He offers his experience and background through BHI to a wide variety of clients in the State. David will gather inputs for the workshop, develop facilitating PowerPoint, facilitate the workshop and be the point contact for follow-up for with District and provide service to the District throughout the project.

Similar projects -

- Yorba Linda Water District – Mr. Marc Marcantinio, GM
- Las Gallinas Valley Sanitary District – Mark Williams, GM
- West Bay Sanitary District – Phil Scott, GM
- West County Sanitary District – EJ Shalaby, GM
- Rodeo Sanitary District – Steve Beall, DM
- Mt. View Sanitary District – Neal Allen, DM
- Marin/Sonoma Vector-Mosquito Control District – Phil Smith, GM

We are confident that this information adequately presents the qualifications necessary to fulfill your requirements to assist the Board with this workshop. Please feel free to call or email me with any questions or need for clarification. Your signature below and/or a purchase order or other formal notice to proceed will allow the project to begin.

Sincerely,

Brent H. Ives
Brent H. Ives, Principal
BHI Management Consulting

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Dennis LaMoreaux
General Manager
Palmdale Water District

P A L M D A L E W A T E R D I S T R I C T

B O A R D M E M O R A N D U M

DATE: February 11, 2015 **February 18, 2015**

TO: BOARD OF DIRECTORS **Workshop Meeting**

FROM: Mr. Dennis D. LaMoreaux, General Manager

RE: ***AGENDA ITEM NO. 5.3 – CONSIDERATION AND POSSIBLE ACTION ON PROPOSAL RECEIVED FROM THE MATHIS GROUP FOR UPDATING THE DISTRICT'S STRATEGIC INITIATIVES, CONDUCTING A CULTURAL SURVEY, AND CONDUCTING MANAGEMENT MEETINGS.***

Recommendation:
Staff recommends the Board approve the proposal received from The Mathis Group for continuing culture changes and best practices initiatives in the not-to-exceed amount of $37,245.00.

Alternative Options:
The alternative is to not approve the proposal from The Mathis Group.

Impact of Taking No Action:
The District's Strategic Plan Initiatives would not be updated, a follow-up cultural survey would not be conducted, and training sessions for managers would not be conducted.

Background:
The Mathis Group has been working with the District since 2013 to help grow the District into a high performance team and to create a healthy culture. Significant achievements are noted in the attached proposal from The Mathis Group. To complete the Organizational Assessment, The Mathis Group is proposing a new culture survey be conducted to measure culture growth and development, ideas for improvements be gathered through focus groups, training sessions be held with managers, and the District's Strategic Plan Initiatives be updated.

Strategic Plan Initiative:
This work is part of Strategic Initiative No. 1 – Regional Leadership.

Budget:
This is under Budget Item No. 1-02-4110-000 – Consultants.

Supporting Documents:
- Proposal from The Mathis Consulting Group for continuing culture changes and best practices initiatives

Mathis Consulting Group

A Mathis Company

February 11, 2015

TO: **Kathy MacLaren, President**
Palmdale Water District
Cc Dennis Lamoreaux, General Manager

FROM: **Dr. William Mathis**
Management Consultant

RE: **Continuing Culture Changes and Best Practices Initiatives**

In 2013, the Board undertook both Culture Survey measurement and focus groups to set a clear baseline of service in order to grow the District into a high performance team, healthy culture, and progressive practices.

The Board initiated a 5-yr. effort in 2013 to begin the journey, and a new Board and Mr. Lamoreaux have made exceptional progress and gains. I have listed some of the cornerstone changes that are key to this initiative.

The Board and staff deserve great applause for the coverage and initiative on the journey to become measurably high performance.

Highlighting the significant achievements:

A) Developed a clear succession plan for management and supervisors;

B) Developed a strategic plan that was shared with both community, staff and marketing experts;

C) Began a long range vision with achievable goals;

D) New Water Conservation and Education programs and hired a Board PIO;

E) Employee handbook, orientation manual and certified HR Specialist;

F) Wi-Fi throughout the Administrative Building;

G) Found a new Engineer Grant Manager to secure additional funding and mentor staff;

H) Board Norms ready for approval;

I) Internship for water related students is up and running;

J) Master calendar of Events;

K) Customer Service Overhaul and Training;

L) Initiated Phase I drawings of customer service and Board – Public area for meetings. This facility upgrade and facelift is long overdue.

2015 Initiatives Recommended:

A. 1. Culture Survey – Revisited 2015

Clear new inventory to measure culture growth and development of 87 staff members and 5 Board Members

Board expectations/Vision: this will be accomplished in the summer of 2015.

Cost: $35/book x 87	=	$3045
Data Collection & Analysis		$6400
Total		$9445

A. 2. Focus groups provide data backup to surveys and provide ideas for improvements:

87 Staff measured with 9 groups:

- Admin staff
- Administrators
- Mid Managers/Supervisors
- Engineering
- Customer Service
- Operations
- Facilities
- Managers
- Finance

Dr. Mathis/Scribe $9600

B. Training Sessions for Managers (6)

4 hr. session on important, advanced training for high performance

Prep/Presentations/Expenses $10,500

C. Strategic Planning Updates and New Board Initiatives

1. Meet with three Board committees to outline and create 2015 new initiatives and extension to projects.

   $4500

2. Two meetings with MAT Group to generate cost effective new strategies and high performance stretch goals.

   $3200

The General Manager and Board to work with Dr. Mathis on suitable schedule and implementation.

Moving forward as well as possible new initiatives will continue the journey with both Staff and Board to progress to a High Performance District.

2015 Total Cost: $37,245

Dr. Bill Mathis

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Dennis Lamoreaux, General Manager	William Mathis, PhD
Palmdale Water District	Mathis Group

Feb. 2015