

**SANITARY DISTRICT
of MARIN COUNTY**



**SANITARY DISTRICT NO.5 of MARIN
COUNTY**

**Board of Directors'
POLICIES**

Board Approved January 15, 2026



SANITARY DISTRICT NO.5 of MARIN COUNTY
Board of Directors Policies

Table of Contents

POLICY #	DATE ENACTED	REVISION DATE	POLICY TITLE
1	1/15/2026		Board Member and Meeting Decorum
2	1/15/2026		Compensation Policy for Agency Officials
3	1/15/2026		Board Meeting Noticing and Recording
4	1/15/2026		Reimbursement Policy for Travel/Expenses for Commissioners
5	1/15/2026		Commissioners' Response to Queries Raised by Members of the Public
6	1/15/2026		Access to Public Documents
7	1/15/2026		Establishing and Using Committees

POLICY:	#1
SUBJECT:	Board Member and Meeting Decorum
DATE:	1/15/2026

This policy is intended to provide Board members attending SD5 Board and Committee meetings with general guidelines for appropriate and effective meeting behavior, and to clarify decorum expectations.

Board of Director members are required to act in an objective, responsive, and fair manner, and to demonstrate proper conduct as they promote open public processes at meetings.

BOARD OF DIRECTORS

Pursuant to Section 6480 and 6482 of the California Health & Safety Code, the District shall have a board of five directors who shall reside within the District. The term of office, other than for a director appointed to fill an unexpired term, shall be four years. Before taking office, each director shall take and subscribe the official oath and file it with the District Manager.

A. President

Pursuant to Section 6486 of the California Health & Safety Code, the President shall be elected at the first meeting of the Board of Directors, and each year thereafter at its first meeting in January. It shall be the duty of the President to preside at all meetings of the District. The President may regulate the order of presentations to the District and may also regulate the time allowed to each person making such presentation and the order in which each person shall speak. The President shall sign all resolutions and ordinances. The President also shall sign all contracts, warrants and documents, unless the Board authorizes, by Resolution, other Board members, the District Manager or other district employee(s) to do so. If the office of the President becomes vacant, the Vice President shall become the President and shall serve the then remaining term of the President.

B. Vice President

The Vice President shall be elected at the first meeting of the Board of Directors, and each year thereafter at its first meeting in January. The Board Vice President shall, in the absence or incapacity of the President, perform the duties and exercise the powers of the President and shall perform such duties and have such other powers as the Board by resolution may from time to time prescribe.

C. Board Secretary

Pursuant to Section 6486 of the California Health & Safety Code, the Board Secretary shall be elected at the first meeting of the Board of Directors, and each year thereafter at its first meeting in January. The Board Secretary shall perform the duties and exercise the powers of the Vice-President in the absence or incapacity of the President, and the Board Secretary shall become the Vice-President if the office of Vice-President becomes vacant. If the offices of the Vice-President and President become vacant, the Board Secretary shall become the President. In the absence of the President, the Vice President and the Board Secretary, the District shall appoint a presiding officer pro tempore from among the members present. The Board Secretary shall countersign all resolutions and ordinances. The Board Secretary also shall

countersign all contracts, warrants and documents unless the Board authorizes, by Resolution, other Board members, the District Manager or other_District employee(s) to do so. If the office of the Board Secretary becomes vacant, the Board shall elect a successor to such office from its membership at the next regular meeting.

ATTENDANCE AND PREPARATION

Commissioners are asked to prepare in advance of meetings, so that the time spent in session is productive and action-oriented.

- Directors should review the agenda and packet of materials before each Board meeting.
- If Directors have questions or concerns about an agenda item, they should contact the General Manager and/or the Board President in advance of the meeting so that the General Manager may be fully prepared to respond to these questions at the meeting or have information to distribute as handouts. Hopefully, advance notice to the General Manager can result in a discussion between the General Manager and a Board member, which will alleviate concerns prior to the meeting.
- Directors are asked to be on time to meetings. If a Director will not be attending, he/she should communicate this to the General Manager or Board President as soon as possible.

DECORUM DURING MEETINGS

While at meetings, the Directors' main duties are to consider problems to be solved, hear facts and points-of-view, make decisions and take action, and to receive and consider reports. To do this effectively, Directors are asked to:

- Conduct themselves with dignity and respect.
- Listen attentively and respond as appropriate.
- Avoid hidden agendas, gossip, and other forms of negative interaction.
- Focus on issues rather than personalities.

- Show respect for the decisions that the Board majority makes.
- Be cautious and careful with criticism.
- Make every effort to protect the integrity and promote the positive image of the District, and of one another.
- Be careful not to make unsubstantiated accusations, allegations, or verbal attacks on citizens, or fellow Directors. Do not criticize or denigrate staff in public or at meetings. Instead, Directors should direct any comments regarding staff to the General Manager. Should the comments refer to the General Manager, they should be shared in closed session during the General Manager's performance evaluation.
- Directors and staff should not be surprised with new materials presented for the first time at the meeting. Handouts should be distributed to Directors and staff well before the meeting and any verbal information should be provided to the President and/or General Manager well in advance of a meeting. Where a Director receives relevant information on an agenda item at a time when he/she cannot give advance notice to the Board President or General Manager, he/she should provide the information to the Board President and/or General Manager prior to the commencement of the meeting or ask for a short break prior to the discussion of the relevant agenda item in order to advise the Board President and/or General Manager of the information.
- Board members should neither use District resources for their personal use nor request personal favors from staff members.

DECORUM AFTER MEETINGS

- After the Board meeting, Directors should communicate any concerns they have with the General Manager. Questions to be posed to District staff should be as specific as possible, through the General Manager.
- Directors do not directly discuss matters with District Counsel. Matters that need to be brought before the District's General Counsel should first be discussed with the General Manager or the Board President.
- When speaking to the press or otherwise publicly sharing personal opinions, Directors will respect the decisions of the Board and will not undermine its decisions. Directors seek to make every reasonable effort to protect the integrity and promote the positive image of the District and of one another. The General Manager and/or the President are the official representatives of the District when speaking to the public.
- Directors shall maintain confidentiality in matters dealing with private or sensitive issues, particularly those matters addressed in closed session. Any materials distributed in closed session should not be retained by Directors, and should be handed back to staff at the close of the meeting.

POLICY:	#2
SUBJECT:	Compensation Policy for District Officials
DATE:	1/15/2026

MEETING COMPENSATION

I. General

Consistent with Health and Safety Code section 6489 and Water Code section 20201, which provide for Directors to receive compensation for attendance at meetings or for a day's service rendered as a Director, Directors receive a daily meeting compensation amount for each day's attendance at meetings and other qualifying events, as defined in this policy. Such compensation is in addition to any reimbursement for meals, lodging, travel, and expenses consistent with this policy.

II. Compensation Amount

Directors who attend qualifying meetings/events as defined in Section III shall receive \$150.00 as their daily compensation. Should the Director raise the compensation amount in the future, it shall be adjusted by passing an ordinance pursuant to the Health and Safety Code section 6489 (b), which allows for such an increase in compensation by ordinance, without the need to amend this policy.

III. Meetings and Service Subject to the Daily Compensation

For a Director to be entitled to a daily compensation under this policy, the event in question must constitute one of the following:

- A. A "meeting" of the District Board as that term is defined in Government Code section 54952.2(a); i.e., a "congregation of a majority" of the Directors "at the same time and location, including teleconference location" to hear or discuss any item that is "within the subject matter jurisdiction" of the District.
- B. A conference or organized educational gathering open to the public that "involves a discussion of issues of general interest to the public or to public agencies of the type represented" by the Board, as described in Government Code section 54952.2(c)(2), including ethics training required by Government Code section 53234 et seq.
- C. A meeting of any multi-jurisdictional governmental body on which the Director serves as the District's designated representative.
- D. Any meeting attended or service provided on a given day at the formal request of the Board and for which the Board approves payment of a daily meeting. Ad-Hoc and Standing Committees of the board are not eligible for compensation

IV. Aggregate Limits

The number of days for which a Director receives a daily compensation will not exceed four days in a calendar month or state law, whatever is less.

POLICY:	#3
SUBJECT:	Board Meeting Noticing and Recording
DATE:	1/15/2026

PURPOSE

This policy is intended to provide SD5 staff, Directors, and the public with the general requirements and guidelines for noticing the SD5 Board of Director meetings consistent with the Brown Act (California Government Code Section 54950 et seq).

BOARD MEETING NOTICING

Board meeting agendas are posted outside the SD5 offices, near the front door, at 2001 Paradise Drive. The agenda is also posted on the District's website (www.sani5.org). The website posting includes the entire agenda packet. The agenda and staff reports are available in the SD5 administrative office for review.

Posting for regular, special, and emergency meetings shall comply with Brown Act requirements.

REGULAR MEETINGS

Except as otherwise determined by the District, regular meetings of the District shall normally be held on the third Thursday of every month at 5:00 p.m. in the District Office at 2001 Paradise Drive, Tiburon, California.

SPECIAL MEETINGS

The President of the District, or a majority of the Board, may call a special meeting for the purpose of transacting any business so specified in the notice for the meeting. Such notice must be given to each member of the Board by personal delivery or by mail, and to all media outlets that have made a written request to the District, at least twenty-four (24) hours before the time of such special meetings. The notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. The notice shall specify the time and place of such special meeting together with the business to be transacted. No other business shall be conducted by the District except as specified in the notice calling the special meeting.

MEETINGS OPEN TO THE PUBLIC

Pursuant to the Ralph M. Brown Act, California Government Code Sections 54950 et seq., all regular meetings, special meetings, and standing committee meetings shall be open and public as required by law. At all regular meetings, the Board will recognize persons wishing to address the District concerning items of interest to the public that are within the subject matter jurisdiction of the District. At all regular, special, and standing committee meetings, the District will recognize persons wishing to address the Board concerning any item that has been described in the notice for the meeting before or during consideration of that item. The District may adopt reasonable regulations during each meeting pertaining to the permitted scope and duration of public testimony to be received including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker. Any regular or special meeting may be adjourned to a date and place certain as specified by the District, and any such adjourned meeting shall be deemed to be a part of the regular or special meeting so adjourned. The District shall take such action as may be required by law to notify the public of all District

meetings including meetings of any standing and ad hoc committees.

The Board may consider items in closed session as allowed by the Ralph M. Brown Act, California Government Code Sections 54950 et seq

AGENDA

Prior to every meeting of the District, the General Manager, in consultation with the President shall prepare an agenda which shall set forth a brief general description of each item of business to be transacted or discussed by the District, including matters to be discussed in closed session and matters specifically requested for consideration by any Board member. A complete copy of each agenda, together with supporting material (except those documents exempt from disclosure under the Public Records Act), shall be delivered electronically to each Board member so as to reach the recipient in sufficient time preceding the scheduled meeting. The agenda and supporting documents shall be available and open to the public.

MEETING PROCEDURE

The meetings of the Board of Directors generally shall be conducted in accordance with the procedures described below.

1. **Call to Order and Roll Call.** The President of the District Board shall preside at all meetings, and shall call each regular, adjourned, recessed or special meeting to order at the appointed time. Immediately after the call to order, the General Manager shall call the roll of the members of the Board and shall record those present and those absent. If present, members of the Board will be recorded present regardless of their answer or failure to answer to the roll call. Immediately after the roll call, or the appointment of a president pro tempore in the event that the President, Vice President and Board Secretary are absent, the presiding officer shall proceed with the order of business.
2. **Quorum.** A majority of the membership of the Board constitutes a quorum for the purpose of conducting the business of the District. If there is not a quorum, a lesser number of Board members or the General Manager may adjourn the meeting until there is a quorum.
3. **Order of Business.** The order of business taken up for consideration shall generally be as follows:
 - a. Call to Order
 - b. Roll Call
 - c. Public Comments
 - d. Directors Comments and/or Agenda Requests
 - e. Consent Calendar
 - f. Management Reports
 - g. New Business
 - h. Unfinished Business
 - i. Committee Reports
 - j. Other Business
 - k. Environmental
 - l. Correspondence
 - m. Informational Items
 - n. Adjournment

The President may, if in the interest of the District, take any item of business out of order.

4. **Actions by the Board.** The actions of the District may be expressed by ordinances, resolutions or motions. All items requiring Board action must be preceded by a motion of a Board member. In order for a vote to be taken on a motion, it requires a second from another Board member. A motion will die for lack of a second. The President may make or second any motion.

Discussion may precede or follow the making of a motion or second. The President shall state the motion under consideration. Once a motion is made seconded and stated, the debate is limited to the pending motion.

The President will then call for the question. Voting on ordinances, or any other matters when requested by the majority of the Board members, shall be by roll call. No ordinance, resolution or motion shall become effective without the affirmative votes of a majority of the quorum.

5. **Guidelines for Discussion at Meetings.**

- a. **General.** These guidelines are intended primarily for those situations when it is necessary to formalize the meeting in order for each Board member to be heard. The President will decide, subject to a question of order by a Board member, the degree of enforcement of these guidelines during the meeting.
- b. **Rules of Order.** The Board prefers a flexible form of meeting, and therefore does not conduct its meetings with formal rules of order. If a Board member believes order is not being maintained or procedures are not adequate, the Board member may raise the point of order to the President. If the ruling of the President is not satisfactory, it may be appealed to the entire Board. A majority of the Board will determine the point of order.
- c. **Requesting the floor.** Any Board member desiring to speak should address the President and, upon recognition by the President, address the subject under discussion.
- d. **Interruptions.** Any Board member, once recognized, should not be interrupted unless called to order by the President. If called to order, the Board member should cease speaking until the question of order is determined.

BOARD MEETING MINUTES

I. General

The District’s General Manager or other staff member as designated by the General Manager shall take and maintain minutes for each regular, special, and/or emergency meeting of the SD5 Board of Directors. The minutes are an official record of the Board meeting.

Minutes will not be taken for Board Committee meetings, unless required by the Brown Act or other state law.

II. Minutes - Form and Content

Meeting minutes shall be in an action/summary format and shall contain the following information:

- A. Meeting location
- B. Meeting commencement time and adjournment time
- C. Board Members in attendance and absent
- D. Staff in attendance
- E. Public in attendance who sign-in on the meeting sign-in form
- F. Brief staff overview of each agenda item
- G. Board action and vote for each agenda item, if applicable; the Aye, No or Abstain vote of each Board member shall be recorded
- H. Board direction to staff for each agenda item, if applicable
- I. Identification of public speakers for each agenda item

The minutes shall not contain a narrative advanced by each Board member during the meeting. Staff will summarize Board comments and questions, and staff responses to Board questions for each agenda item that influence Board direction or action. The minutes shall note the general nature of public comments and questions.

III. Approval of Minutes

Staff shall prepare minutes for each regular, special, and/or emergency Board meeting and place the minutes on the consent calendar for approval at the next Board meeting.

Any Board member who has comments on the minutes shall provide his/her comments to the Board during the Board meeting where the minutes are set to be approved. The Board will either accept the member's comments/clarifications into the minutes or reject the member's comment/clarifications if the Board votes that the proposed minutes do not need such clarification or change. The Board may also direct staff to review the audio recording of the subject meeting, make any necessary corrections, and bring the revised minutes to the Board at the subsequent meeting for approval.

IV. Maintenance of Minutes

Staff will place and store a hard copy of the approved minutes of each Board meeting in the District's Administrative Office. An electronic copy shall be placed in the District's intranet, and on the District website for public viewing and downloading.

V. Public Access to Minutes

Meeting minutes are public records and shall be accessible for public viewing and provided to the public upon request. If a copy of the minutes is requested by a member of the public, staff will either email (PDF) or fax the minutes, or prepare a hard copy for public pickup at the Districts office.

DISTRICT AUDIO AND VIDEO RECORDING OF BOARD MEETINGS

The District does not offer audio or video recordings of meetings. Meetings are attended in person and are scheduled in the late afternoon (5pm) in order to allow ample time for the public to attend the meeting in person

POLICY:	#4
SUBJECT:	Reimbursement for Travel/Expenses for Directors
DATE:	1/15/2026

AUTHORIZED EXPENSES

- I. District funds, equipment, supplies, and staff time must be used only for authorized District business.

Expenses incurred in connection with the following types of activities generally constitute authorized expenses, as long as the other requirements of this policy are met:

- A. Communicating with representatives of regional, state, and national governments on District adopted policy positions;
- B. Attending educational seminars designed to improve Directors skill and information levels;
- C. Participating in regional, state, and national organizations whose activities affect the District's interests;
- D. Attending local events or meetings on behalf of the District;
- E. Meetings such as those listed above for which a meeting stipend is expressly authorized under this policy.

All other expenditures require prior approval by the District's governing body.

- II. Directors must receive prior approval by the Board for attendance at conferences, trainings, or meetings that require overnight travel.

- III. Examples of personal expenses that the District will not reimburse include, but are not limited to:

- A. The personal portion of any trip;
- B. Political or charitable contributions or events;
- C. Family expenses, including a partner's expenses when accompanying a Director on District-related business, as well as children-or pet-related expenses;
- D. Entertainment expenses, including theater, movies (either in-room or at the theater), sporting events (including gym, massage and/or golf related expenses), or other cultural events;
- E. Non-mileage personal automobile expenses, including repairs, traffic citations, insurance, or gasoline; and
- F. Personal losses incurred while on District business.

- IV. Any questions regarding the propriety of a particular type of expense should be resolved by the approving authority before the expense is incurred.

COST CONTROL

To conserve District resources and keep expenses within reasonable standards for public officials, expenditures should adhere to the following guidelines.

I. Transportation

The following transportation modes may be used for the purposes of traveling on Agency business:

- A. Air -- Allowance for air travel will be reimbursed only for the actual round-trip air fare to the airport nearest to the conference location. Coach or tourist class accommodations shall be utilized when traveling by commercial airline. The Agency will reimburse the District for the cost of one personal baggage fee each way.
- B. Personal Vehicle -- For personal vehicle use, mileage is reimbursed at the rate currently established by the Internal Revenue Service.
- If the use of a personal vehicle is selected over air travel, the limit of reimbursement is based on the lesser of the calculated mileage or current air fare cost to the destination airport.
- C. Rental Car -- Rental cars, public transportation, taxi services, and ridesharing services may be used as needed at destination locations. The lowest cost alternative should be selected.
- D. Other Transportation Expenses -- Expenses for parking, bridge tolls, and other related transportation expenses are authorized, and the receipts shall be attached to the Travel Expense Report in order to obtain reimbursement. No receipt is required for reimbursement of bridge tolls. Long-term parking must be used for travel exceeding 24-hours.

II. Lodging

Expenses will be allowed for lodging at the single-room rate for authorized overnight travel. The approved rate will be based on the conference-sponsoring hotel single-room rate, when applicable.

Directors shall be responsible for all cost differentials for partner/family member accompanying the Director if the actual room rate exceeds the conference single room rate.

Meals or other charges on the hotel bill will be charged to the per diem amount. All receipts must be retained for payment or reimbursement.

When a lodging bill includes meals or other charges which exceed per diem rates, the Director is liable for the amount that exceeds the lodging and per diem allowance as set forth in this policy.

III. Meals and Incidental Expenses

The District will provide a per diem amount per Financial Policy #541 - *Travel, Training and Other Business Expense Reimbursements*, to cover meals, gratuities, and incidental expenses.

Meals provided by a conference in which a Director participates will be subtracted from the overnight travel per diem rate.

Directors may be advanced the per diem amount upon request.

IV. Daily Travel

A. Meal allocations

Meal allocations for travel where no overnight stay is required, and the meals are not provided by the registration fee, will be based on the District per diem limits established each calendar year.

B. Registration Fees

Generally, the District will pre-pay registration fees for approved seminars and conferences prior to the date of the event. If a Director pays for registration, the receipt is to be attached to the Travel Expense Report form.

C. Other Expenses

Expenses not allowed above are NOT reimbursable. In no event shall expenses incurred by a non-District employee be reimbursed by the District.

D. Phone/Fax/Internet

Directors will be reimbursed for actual phone, fax, and internet expenses incurred on District business. Telephone bills should identify which calls were made on District business.

PER DIEM ADVANCE POLICY

- I. From time to time, it may be necessary for an official to request a per diem advance to cover anticipated expenses while traveling or doing business on the District's behalf. Such request for an advance must be submitted to the General Manager on the District's Per Diem Advance Request Form prior to the need for the advance.
- II. In the event the General Manager is uncertain as to whether a request complies with this policy, such individual must seek resolution from the Board of Directors.

EXPENSE REPORT CONTENT AND SUBMISSION DEADLINE

- I. All cash advance expenditures, credit card expenses, and expense reimbursement requests must be submitted on a Travel Expense Report provided by the District.
- II. Expense reports must document that the expense in question met the requirements of this policy. For example, if the meeting is with a legislator, the Director

should explain whose meals were purchased, what issues were discussed, and how those relate to the Districts adopted legislative positions and priorities.

- III. Directors must submit their expense reports within 30 days of an expense being incurred, accompanied by receipts documenting each expense.
- IV. Inability to provide such documentation in a timely fashion may result in the expense being borne by the Director.

AUDITS OF EXPENSE REPORTS

All expenses are subject to verification that they comply with this policy.

REPORTS TO GOVERNING BOARD

Following attendance at a meeting/conference at District expense, each official shall briefly report on the meeting/conference at the next regular meeting of the SD5 Board of Directors. If multiple officials attended, a joint report may be made.

COMPLIANCE WITH LAWS

Directors should keep in mind that some expenditures may be subject to reporting under the Political Reform Act. All Agency expenditures are public records subject to disclosure under the Public Records Act.

VIOLATION OF THIS POLICY

Use of public resources or falsifying expense reports in violation of this policy may result in any or all of the following: (1) loss of reimbursement privileges, (2) a demand for restitution to the District, (3) the District's reporting the expenses as income of the elected official to state and federal tax authorities, (4) civil penalties of up to \$1,000.00 per day and three times the value of the resources used, and (5) prosecution for misuse of public resources.

POLICY:	#5
SUBJECT:	Directors Response to Queries Raised by Members of the Public
DATE:	1/15/2026

This policy is intended to provide Director with general practice and guidelines for responding to questions and comments made by members of the public during Board meetings.

GENERAL

The District Board of Directors encourages the public's presence and participation at their meetings, and promotes fair and open public processes. The opinions and input shared by members of the public are valued and considered in the decisions made by the Board, and the District seeks to have the public's questions answered.

During open time for public expression, the Board will not discuss or take action but Directors may briefly respond to statements made or questions proposed by the public, ask for clarification from staff, refer the matter to staff, or request staff to report back to the Board at a subsequent meeting concerning any matter, or take action to direct staff to place a matter of business on a future agenda.

Public questions made during an agenda item are noted by the General Manager. At the close of public comments on the item, the President will direct staff to either address the questions or issues that have been posed, or ask the member of the public to contact staff following the meeting to obtain the required information. The nature of the questions posed are recorded in the minutes, pursuant to Board policy #3, *Board Meeting Noticing and Recording* for the public record.

Comments posed by members of the public are noted and a brief synopsis identifying the topic related to the comments is included in the minutes. Speakers are asked to identify themselves for the record.

POLICY:	#6
SUBJECT:	Access to Public Documents
DATE:	1/15/2026

GENERAL

The District has an administrative procedure, *Public Records Act Requests- Policy #9*, which provides clear guidance to staff and Directors regarding providing the public with access and copies of public documents. It is the District's intention to provide the public with available information and records, except those that are related to legally protected confidential, personnel, or medical matters.

SPECIAL CONSIDERATION

Directors often have access to materials that are provided in closed session. These materials are not part of the public record and are considered confidential. Directors will not disclose information that legally qualifies as confidential to unauthorized persons without approval of the Board. This includes information that (1) has been received for, or during, a closed session Board meeting, as compliant with the Brown Act, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or as compliant with the Brown Act, or (3) is not disclosable under the California Public Records Act.

POLICY:	#7
SUBJECT:	Establishing and Using Committees
DATE:	1/15/2026

GENERAL

This policy is intended to provide SD5 staff, Directors, and the public with information regarding the general practice of establishing and utilizing committees.

This Policy shall establish that the SD5 Board shall form standing and ad hoc committees on an as-needed basis. The composition of the committees shall be normally established at the beginning of the calendar year. Both standing and ad hoc committees are advisory in nature. They present their findings on a subject matter with a recommendation to the full Board for consideration. Standing and ad hoc committees shall adhere to Board policies while conducting their business including the Board Decorum Policy.

The President of the Board shall appoint all committees and the membership thereof. Unless otherwise prescribed, a committee shall consist of not more than two (2) Board members. A majority of the committee membership shall constitute a quorum and a vote of such majority shall be required for action. Meetings for standing committees and committees comprised of a quorum of Board members shall be noticed in the same manner as Board meetings.

EVALUATION COMMITTEE

An Evaluation Committee shall be comprised of the President and Vice President of the District's Board of Directors. Such composition will be determined at the commencement of each calendar year with the nomination and appointment of the Board's officers.

The purpose of the Evaluation Committee is to meet with the General Manager prior to the annual performance evaluation to discuss the status of the Board approved workplan, initiatives for the next evaluation year, and salary, benefits, terms and conditions of employment and other provisions of the General Manager's employment agreement. The Evaluation Committee shall provide recommendations to the Board and receive direction from the Board as to any adjustments to the aforementioned contract items with the General Manager.

STANDING COMMITTEES/COMMITTEE OF THE WHOLE

To allow full participation by Board members at meetings of standing committees, each standing committee meeting shall also be noticed as a "Committee of the Whole." In the event that a quorum of Board members is present, the standing committee will automatically convert into a Committee of the Whole. Likewise, if there is no longer a quorum of the Committee of the Whole, then the Committee of the Whole will automatically convert back into a standing committee. The Chair of the Standing Committee will serve as Chair of the Committee of the Whole.

The agenda for each standing committee shall include the following footnote:

This Committee may be attended by Board Members who do not serve on this Committee. In the event that a quorum of the entire Board is present, this Committee shall act as a Committee of the Whole. In either case, any item acted upon by the Committee or the Committee of the Whole will require consideration and action by the full Board of Directors as a prerequisite to its legal enactment.

Standing Committees. The following are the standing committees and their functions:

- a. **Finance Committee.** The functions of the Finance Committee include but are not limited to review of (1) matters affecting the fiscal operation of the District, including budgets, revenues, expenditures, and investments; (2) financial reports, audit reports, and accounting practices; and (3) grant funds and funding opportunities.
- b. **Personnel Committee.** The functions of the Personnel Committee include but are not limited to review of (1) matters affecting employer and employee relations; (2) changes or amendments to the MOU between the District and its employees; and (3) issues regarding employee benefits, including retirement and health benefits.
- c. **Governance Committee.** The functions of the Governance Committee include but are not limited to review of (1) matters regarding the management of the policies and procedures District; and (2) issues regarding the procedures and conduct of the Board of Directors including amendments to the Rules of Procedure.
- d. **Capital Improvement Committee.** The functions of the Capital Improvement Committee include but are not limited to review of (1) the Capital Improvement Program and projects described therein; and (2) issues regarding the planning, design and construction of capital improvement projects.

Reports of Committees.

Committees shall report on any subject referred to them by the Board or by the President of the Board and shall give their recommendations thereon.

Alternate Committee Members.

The President may appoint alternates to all standing and advisory committees in case a regular committee member is unable to attend committee meeting

AD HOC COMMITTEES

From time to time, the District's Board will determine the need for the establishment of ad hoc committees. These committees are formed for the specific purpose of addressing special issues or items that will come under consideration of the Board in the future.

An ad hoc committee is formed by either the election or voluntary assignment of Directors to the committee. Ad hoc committees do not have a regular schedule and meet irregularly only on an as-needed basis.

Upon the establishment of an ad hoc committee, the Board or the District's General Counsel will determine whether the committee is subject to the requirements of the Brown Act (California Government Code § 54952).