

RESOLUTION NO. 2023-2299

A RESOLUTION APPROVING BOARD POLICY REVISIONS FOR B-140 (BOARD MEETNGS), B-170 (GENERAL MANAGER EVALUATION), 0-20 (ENVIRONMENTAL PRACTICES) AND O-30 (EMERGENCIES)

LAS GALLINAS VALLEY SANITARY DISTRICT

WHEREAS, the Board of Directors ("Board") has determined that a comprehensive list of Policies and Procedures for the Board is in the best interest of the District; and

WHEREAS, the Board has compiled a comprehensive list of Policies and Procedures to serve as the rules and regulations of the Board; and

WHEREAS, the Board did adopt such comprehensive list of Policies and Procedures on July 9, 2009; and

WHEREAS, such policies may need to be updated from time to time; and

WHEREAS, on January 5 and February 2, 2023, the Board reviewed and suggested changes to Board Policies B-140 (Board Meetings), B-170 (General Manager Evaluation), O-20 (Environmental Practices) and O-30 (Emergencies); and

NOW THEREFORE, the Board of Directors of the Las Gallinas Valley Sanitary District approves the following revised policy sections: B-140 BOARD MEETINGS, B-170 GENERAL MANAGER EVALUATION, O-20 ENVIRONMENTAL PRACTICES AND O-30 EMERGENCIES. The previously approved Board Policies B-140, B-170, O-20 and O-30 are hereby revoked and declared null and void.

If any policy or portion of a policy contained within the Policies and Procedures is in conflict with rules, regulations, or legislation having authority over the Las Gallinas Valley Sanitary District, said rules, regulations or legislation shall prevail.

The Policies and Procedures shall remain in effect until amended by at least a majority vote of the Board of Directors.

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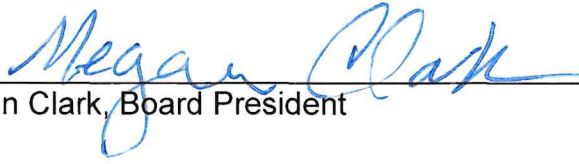
I hereby certify that the foregoing is a full, true, and correct copy of a resolution duly and regularly passed and adopted by the Sanitary Board of the Las Gallinas Valley Sanitary District, Marin County, California, at a meeting thereof held on the 16th day of February 2023, by the following vote of the members thereof:

AYES, and in favor thereof Members: Clark, Ford, Munny, Roberts
NOES, Members: None.
ABSENT, Members: Yezman
ABSTAIN, Members: None.



Teresa Lerch, Board Secretary

APPROVED:



Megan Clark, Board President



B-140 BOARD MEETINGS**Purpose**

This policy sets forth the rules for the conduct of Board meetings.

B-140-10 Regular Meetings. Regular meetings of the Board shall be held on the First and Third Thursday of each month, begin at 4:30 p.m., and held at the District Office. By at least a 3/5ths majority vote, the Board may approve a change of the date and/or time of a Regular Meeting. If less than all five members of the Board of Directors are present to vote on the proposed change of the Regular Meeting date and/or time, then the vote approving the change must be by at least three (3) members of the Board. A notice of the change of the date and/or time of the Regular Meeting shall be posted at least two (2) weeks prior to the changed Regular Meeting in a location that is freely accessible to members of the public and in the same manner as for the publishing of the Agenda for a Regular Meeting.

B-140-20 Special Meetings. A special meeting of the Board may be called as needed by the Board President or by a majority of the Board. A written notice of the special meeting, specifying the time and place of the meeting and the business to be transacted or discussed, shall be delivered at least 24 hours prior to the meeting to Board Members. Newspapers of general circulation in the District, radio stations and television stations, organizations, citizens and property owners who have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) shall be notified by a mailing unless the special meeting is called less than one week in advance, in which case notice, including business to be transacted, will be given by telephone during business hours as soon after the meeting is scheduled as practicable. No other business shall be considered or discussed at these meetings. The Board may meet in closed session during a special meeting.

B-140-30 Emergency Meeting. In the case of an emergency situation requiring prompt action due to the disruption or threatened disruption of public facilities, the Board may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement. "Emergency situation" means any of the following:

- (a) An emergency, defined as a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the members of the Board, and
- (b) A dire emergency defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring the Board to provide a one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the members of the Board.

In the event of an "Emergency situation", where prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency meeting without complying with the 24-hour notice posting requirements. However, each local newspaper of general circulation and radio or television station which has requested notice of special

meetings shall be notified one (1) hour prior to the emergency meeting or (2) in the case of a "dire emergency" at or near the time that the Board President notifies the other members of the Board of the emergency meeting. This notice shall be by telephone and all telephone numbers provided by each newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements shall be deemed waived, and the District shall notify those newspapers, radio, or television stations of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible.

The Board shall not meet in closed session during an emergency meeting, except pursuant to Gov. Code § 54956 (Closed sessions: personnel matters), if agreed to by a two-thirds vote of Board members present, or, if less than two-thirds of the Board are present, then by a unanimous vote of the Board members present. All special meeting requirements are applicable to emergency meetings, except the 24-hour notice requirement.

The minutes of emergency meetings, a list of persons the District notified or attempted to notify, a copy of the roll call vote, and any actions shall be posted for a minimum of 10 days in a public place as soon after the meeting as possible.

B-140-40 Closed Sessions. Closed sessions of the Board of Directors shall be held in cases where the business of the Board of Directors meets the criteria set forth in the Ralph M. Brown Act (California Government Code §54950 through §54926) and only when those criteria are met (such as litigation or potential litigation or litigation settlements, labor agreements, real estate negotiations, or employment status of public employees matters). No business other than those announced on the public agenda may be discussed in the closed session.

B-140-50 Public Testimony. The Board may take public testimony at regular and special meetings of the Board on matters that are not on the agenda, but the Board shall not discuss or take action on such matters at that meeting except in the following circumstances:

- 1) An emergency situation is declared by the majority vote of the Board.
- 2) A need to take immediate action on a matter that arises after the agenda is posted is declared by a two-thirds vote of the Board, or unanimous if less than two-thirds of the Board is present.
- 3) An item on a posted agenda for a prior meeting of the Board held not more than five (5) days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

The General Manager shall ensure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate.

B-140-60 Rules of Order. Board meetings shall be conducted by the Board President in a manner consistent with Board policies, the Ralph M. Brown Act (California Government Code §54950 through §54926) and Robert's Rules of Order as directed by District Counsel.

B-140-70 Agenda. Board meetings shall begin at the time stated on the agenda and shall be guided by the agenda. The President shall have the authority to change the order of the agenda.

B-140-80 Board Member Roles. The Board within its legal limits has unrestricted authority. The conduct of Board meetings shall allow Board Members to: (1) consider problems to be solved, weigh evidence, and make wise decisions, and (2) receive, consider, and take action on reports of District operations.

B-140-90 Quorum Required. Individual Board Members or a group of Board Members representing less than a quorum of the Board at a legal meeting of the Board shall not take any action or make any representation that results in: (1) the budgeting or expending of District funds, (2) the establishing of any procedures or making policy, or (3) the taking of any action on behalf of the Board without first obtaining the Board's approval at a legal meeting of the Board.

B-140-100 Majority Vote. Action can only be taken by a majority vote of the Board. Three (3) Board Members constitute a quorum required to conduct business. When only a quorum is present, all three votes must be unanimous to take action.

B-140-110 Abstentions. A Board member abstaining in a vote is considered as absent for that vote. Thus, an abstention when only a quorum is present prevents the Board from taking action. Similarly, two abstentions with all Board Members present on matters requiring a two-thirds vote automatically defeats the motion.

B-140-120 Rules for Speakers. The public shall be allowed to address the Board regarding agenda items and any other matter within the jurisdiction of the District. The Board President shall determine the appropriate place or places in the agenda for such public testimony and shall have the authority to set equal time limits on speakers. Speakers are requested to follow the Rules for the Conduct of Business at Meetings of the Board of Directors of the Las Gallinas Valley Sanitary District and are requested to fill out a Request to Speak Form, copies of which are attached here to as Exhibit B140-120A.

B-140-130 Maintaining Order. No person shall be allowed to disrupt the meeting. The Board President shall have the authority to bar disruptive persons from giving public testimony or to order their removal from the Board Room. Any necessary and reasonable actions may be taken by the President to maintain order and allow the meeting to continue.

B-140-140 Attendance. Board Members shall attend all meetings of the Board unless there is a good cause for absence. Board Members shall thoroughly prepare themselves to discuss

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President of the Board	Last Reviewed: January 5, 2023

agenda items. All materials pertaining to the Board shall be channeled through the District Manager for distribution to all Board members.

B-140-150 Action Items. Board actions shall include, but are not limited to, adoption or rejection of regulations or policies, resolutions, ordinances, contracts or expenditures, any proposal that commits District funds or facilities, matters that require or may require the District or its employees to take action and /or provide services.

B-140-160 Action by Consensus. The Board by consensus and without formal action may give directions or instructions to the General Manager. The President shall determine if a Board consensus has been reached. Should any two Board Members challenge the President's determination of consensus, a voice vote shall be taken. A formal motion may be made to place a disputed directive on a future Board agenda or to take some other action, such as referring the matter to the General Manager for review and recommendation.

B-140-170 Limits on Consensus. Informal action by consensus constitutes Board action and shall only be taken on agenda items.

B-140-180 Open-Meeting Law. Under provisions of California's Ralph M. Brown Act (California Government Code §54950 through §54926) open-meeting law, all meetings of the Board are open to the public except for closed sessions, which are held to consider personnel matters, pending litigation, labor negotiations, land acquisitions or other matters provided for by law. A majority of the board shall not discuss nor reach consensus on any matter under the jurisdiction of the District except at a legal meeting of the Board. The Board fully supports the letter and spirit of the open-meeting law and the public's right to view the public's business in open session.

B-140-190 Recording Vote. Except where action is by unanimous vote of all members present and voting, the ayes and noes shall be taken on all actions.

B-140-200 Remote or Hybrid Meetings. The Board may choose to conduct meetings remotely, via teleconference or conduct hybrid meetings involving a mixture of in-person and remote attendees, as allowed by state law.

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B-170 GENERAL MANAGER PERFORMANCE EVALUATION

Purpose

This policy establishes the methodology and schedule for evaluating the performance of the general manager.

B-170-10 The General Manager of the District is retained and serves at the will of the Board of Directors and has general authority over personnel matters and authority to administer the District. The Board of Directors shall review the performance of the General Manager after the initial six months of service after appointment and then annually thereafter, using a process that provides for discussion and encourages feedback in the development of goals and the performance evaluation.

B-170-20 The performance evaluations should occur in closed session annually during the first Board of Directors meeting of the month in which the evaluation is due, or on another date mutually acceptable to the Board of Directors and the General Manager. The Board secretary shall maintain a notification system that tracks the date when the evaluation is due to ensure the Board agenda is properly noticed and to provide adequate advance notice to the Board and the General Manager.

B-170-30 Annually, the Board of Directors will agree upon an evaluation methodology to be employed. Many types and forms of evaluation are available to the Board, some more intricate than others. In some cases, an organizational consultant will be used to assist the Board through the process. Board of Directors shall be encouraged to prepare input on the form prior to the Board of Directors meeting.

B-170-40 At a minimum, during a scheduled closed session(s), the Board should meet as a group with the General Manager to verbally discuss the components of the performance evaluation and received feedback from the General Manager relative to his/her assessment. The Board of Directors and General Manager should jointly develop mutually agreed upon written goals and objectives for the subsequent evaluation period. These goals and objectives should include expectation that coincide with the District Strategic Plan deliverables for a given year. If requested by the Board and/or the General Manager, the District's Legal Counsel, and/or organizational consultant may attend the evaluation session.

Following the meeting with the General Manager, the Board shall meet and determine an overall evaluation of the General Manager's performance for the past review period and provide written notification to the General Manager of the assessment and any recommended compensation adjustment, as appropriate. A copy of this written assessment should be provided to the General Manager and a copy kept in the General Manager's personnel file. The performance evaluation shall be kept confidential. Any decision on a change in compensation award shall be made at a public meeting following the closed session evaluation meeting.

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O-30 EMERGENCIES

Purpose

This policy covers procedures in the event of emergency situations, responsibilities of Board and District staff, and public information.

O-30-10 Informing General Manager. Responding to emergency situations is a critical district responsibility. The General Manager shall be immediately informed of the existence of any operation, activity, or occurrence which can affect the public health and safety, or which can significantly impair the District's operations.

O-30-20 Emergency Determination. The General Manager, or his/her designee, shall make the decision as to whether an emergency exists. The President, in the General Manager's or designee's absence, will make this determination.

O-30-30 All Reasonable Actions. The General Manager is empowered to take all reasonable actions necessary to address the emergency. He/she may make commitments of expenditures or District funds as necessary beyond what is outlined in F-40. In times of emergency, the General Manager, or his/her designee, shall make all of the proper and necessary notifications for the District at the appropriate local, State and Federal level.

O-30-40 Informing President and Board Members. when the emergency situation is under reasonable control, the General Manager, at the earliest possible time, will inform the President and then the other Board Members of the emergency situation and the actions taken to address it.

O-30-50 Spokesperson. The General Manager will be in the first position for communications responding to inquiries about an emergency in responding to inquiries, press interviews, and other forms of customers' contact or outreach. The President of the Board of Directors will be in the second position for spokesperson for the District. In every case regarding an emergency the General Manager shall make immediate contact with the Board President to assure that any and all communications are factual and up-to-date. All Board members shall be notified as soon thereafter as possible by District staff.

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O-20 ENVIRONMENTAL PRACTICES

Purpose

This is a general environmental policy and covers such issues as determining legal environmental requirements, method of preparing environmental documentation, General Manager and Board responsibilities, public input, the District Strategic Plan, and response to public mandates (ESA, air quality, hazardous waste, ocean disposal, etc.).

O-20-10 Conformance. Las Gallinas Valley Sanitary District will conform with all the requirements of the California Environmental Quality Act. Green Business certification will be sought for the District when possible.

O-20-20 Responsible. The General Manager and legal Counsel will be responsible for determining when provisions of CEQA or other environmental regulations must be implemented.

O-20-30 Description of CEQA. The California Environmental Quality Act of 1970 (CEQA) as amended ensures that consideration is given to the environmental effects of projects that are subject to CEQA. An EIR, or environmental impact report, is a detailed statement prepared under CEQA describing and analyzing the significant environmental effects of a project and discussing ways either to mitigate or avoid the effects. It is an information document which, when fully prepared in accordance with CEQA and these guidelines, will inform public decision makers and the general public of the significant environmental effects of projects proposed to be carried out or approved. While CEQA requires that major consideration be given to preventing EIR damage, it is recognized that public agencies have obligations to balance other public objectives including economic and social factors in determining whether and how a project should be approved. The District retains its existing authority to balance environmental objectives with economic and social objectives and to weigh the various long-term and short-term costs and benefits of a project in making the decision to approve or disapprove it.

O-20-40 Description of NEPA. The National Environmental Policy Act of 1970 (NEPA) is a United States environmental law that promotes the enhancement of the environment. The District will adhere to the NEPA guidelines when applicable.

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