

Directors in a written report, including a summary of major findings.

2.4 Representation

The Board of Directors as a whole should not represent any factional segment of the community, but rather represent and act for the community as a whole and not for their long-term benefit.

2.5 Director Interaction with Regulatory Agencies

When Directors are confronted with regulatory issues, the General Manager and/or his designees should always be given the first opportunity to respond to the situation. An individual Director should be cognizant of the fact that the information that an individual Director may obtain as a result of discussing a significant event or issue with District staff and others, is information which a Director's duty of loyalty to the District requires be shared with the General Manager and the full Board during a properly agendaized meeting. Each individual Director should give the full Board the opportunity to evaluate all the circumstances available regarding a significant event or issue that the Board, as a whole, can reach consensus and take action to respond to said significant event or issue in the best interest of the District. Although individual Board members owe a fiduciary duty of loyalty to the District, residents, and their fellow Board members in conducting the business affairs of the District, they do not sacrifice their individual rights as citizens to complain to regulatory authorities about perceived conduct or practices, including those of the District. However, Board members must bring

their issues of concern regarding the District to the General Manager and the full Board for discussion, before acting as an individual to contact regulatory authorities directly.

3 BOARD STRUCTURE

3.1 Officers

Annually, at the regular December Board Meeting, the Board shall select a President and Vice President for the next calendar year. The General Manager or his designee shall perform the duties of Treasurer and the District's Executive Secretary shall be Board Secretary.

3.1.1 President

The President shall perform the duties of presiding officer at all meetings of the Board of Directors and shall carry out the resolution and orders of the Board of Directors and perform such other duties as the Board of Directors prescribes, including appointment of Directors to serve on committees of the Board and designation of committee chairs.

3.1.2 Vice President

When the president resigns or is absent or disabled, the Vice President shall perform the President's duties. When the President disqualifies herself/himself from participating in an agenda item or declares herself/himself partisan in the debate on any such item, the Vice President shall perform the duties of the President.

3.2 Committees

The Board may create standing or *ad hoc* committees at its discretion.

3.2.1 Committee Authorities

Unless authority to perform a duty is expressly delegated by the Board to a

Committee, committee motions and recommendations shall be advisory to the Board.

Committees shall not commit the District to any policy, act or expenditure nor may any committee direct staff to perform specific duties unless authorized by the Board. The Committee Chair is authorized to schedule committee meetings as deemed necessary and to preside at any such meeting.

3.2.2 *Ad hoc Committees*

The President shall appoint such *ad hoc* committees as may be deemed necessary or advisable by herself/himself and/or the Board. *Ad hoc* committees are formed for a specific, singular purpose and/or to reach a specific goal within a finite time period. The duties of *ad hoc* committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made.

3.2.3 *Standing Committees*

The Board's standing committees may be assigned to review District functions, activities, and/or operations pertaining to their designated concerns, as specified at the time that the standing committee is formed. The standing committee's purpose may be amended from time to time at the Board's discretion. Said assignment may be made by the Board President, a majority vote of the Board, or on their own initiative. Any recommendations resulting from said review should be submitted to the Board via a written or oral report.

3.2.3.1 *Standing Committee Meetings*

All meetings of standing committees shall conform to all open meeting laws

(e.g., "Brown Act") that pertain to regular meetings of the Board of Directors.

3.2.3.2 *Standing Committee Members*

The Board President shall appoint and publicly announce the members of the standing committees at the time of their initial formation and thereafter for the ensuing year no later than the Board's regular meeting in January.

3.2.4 *Non-District Committees*

Where the Board has agreed to designate a Director or Directors to serve on a non-District committee, the President shall nominate said Directors for Board ratification.

4 **BOARD MEETING PROCEDURES**

4.1 *Purpose of Meeting*

The purpose of meetings of the Board of Directors is to conduct the business of the Board. In order to conduct the meetings as expeditiously as possible, general questions from the public regarding District policy or operations should first be directed to staff during normal business hours, before being raised at Board meetings.

Board meetings may include Public hearings as required for specific purposes. Such Public Hearings will be clearly identified in the agenda for that meeting. At all other times, the focus of the meeting will be for the Board to gather information, deliberate and take necessary actions.

4.2 *Regular Meetings*

Regular meetings of the Board of Directors shall be held on the first Thursday of each calendar month at 10:00AM. Board meetings shall be held