

Midpeninsula Regional Open Space District

Board Policy Manual

Board of Directors Code of Conduct	Policy 6.07 Chapter 6 – General Administration
Effective Date:9/23/15	Revised Date: 9/23/15
Prior Versions: N/A	

Purpose

The proper operation of Midpeninsula Regional Open Space District (District) requires that Board members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. To further these objectives, certain ethical principles govern the conduct of each member of the District’s Board of Directors. This policy promotes awareness of ethics, integrity and fidelity as critical elements in Board members’ conduct and in achievement of the District’s mission.

All elected and appointed officials, District employees, volunteers and others who participate in the District’s government are required to subscribe to this policy, understand how it applies to their specific responsibilities and practices its core values in their work. Because we seek public confidence in the District’s services and public trust of its decision makers, our decisions and our work must meet the most demanding ethical standards and demonstrate the highest level of achievement in following this policy.

Responsibilities of Board Members

Board members are dedicated to the concepts of effective and democratic government by responsible elected officials. They shall:

- Uphold the Constitution of the United States and the Constitution of the State of California, and carry out the laws of the nation, the state and local governmental agencies;
- Comply with applicable laws regulating their conduct, including open government, conflict of interest, and financial disclosure laws;
- Fulfill all applicable training requirements, including attending two (2) hours of ethics (AB 1234) training every two (2) years; and,
- Inform themselves on public issues, listen attentively to public discussions before the body, and focus on the business at hand.
- Make decisions based upon the merits and substance of the matter before them.
- Publicly share substantive information that is relevant to a matter under consideration that they have received from sources outside of the public decision-making process with all other Board members and the public prior to taking action on the matter.

Public Meetings

Board members promote fair and open public processes. Board members, and persons elected but who have not yet assumed office as members of the Board, fully comply with California's open meeting law for public agencies (the Brown Act).

Confidential Information

Board members will not disclose information that legally qualifies as confidential to unauthorized persons without approval of the Board of Directors. This includes information that (1) has been received for, or during, a closed session Board meeting, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not disclosable under the California Public Records Act.

Conflicts of Interest

Board members will avoid both actual conflicts of interest and the appearance of conflicts of interest with the District.

- A Board member will not have a financial interest in a contract with the District, or be purchaser at a sale by the District or a vendor at a purchase made by the District, unless his or her participation is legally authorized.
- A Board member will not participate in the discussion, deliberation or vote on a matter before the Board, or in any way attempt to use his or her official position to influence a decision of the Board, if he or she has a disqualifying conflict of interest with respect to the matter under California law.
- A Board member will not accept gifts that exceed the limitations specified in California law. Board members will report all gifts, campaign contributions, income and financial information as required under the District's Conflict of Interest Code and the provisions of the Fair Political Practices Act and Regulations.
- A Board member will not recommend the employment of a relative to the District or to any person known by the Board member to be bidding for or negotiating a contract with the District.

Board Member-General Manager Relationship

On behalf of the public, the Board of Directors provides legislative direction, sets District policy, adopts the annual budget and action plan, and provides instruction to the General Manager on matters within the authority of the Board by majority vote of the Board during properly noticed and convened Board and Board Committee meetings. The General Manager serves as the District's chief executive officer and is responsible for directing the day-to-day operations of the District. Neither the Board nor its members shall give orders to any subordinate of the General Manager, either publicly or privately and shall not interfere with the General Manager's execution of his or her powers or duties.

Board Member-General Counsel Relationship

The General Counsel serves as the chief counsel for the District for elected officials and staff. The Board of Directors and General Counsel shall communicate concerns related to District business as those concerns arise. As chief counsel, the General Counsel represents the District as a whole and not individual Directors or members of staff.

Board Member-Controller Relationship

The mission of the Controller, as steward of the public's financial resources, is to promote the District's financial viability by managing its assets with integrity. The Controller is the custodian of the funds of the District. The Board authorizes the Controller to invest District funds including debt financing, and the Controller provides regular updates to the Board of Directors as part of the annual budget process.

General Conduct

Members shall:

- Treat each other, members of District staff, members of the public, etc. with courtesy and refrain from inappropriate behavior and derogatory comments;
- Be fair, impartial, and unbiased when voting on Board actions;
- Preserve order and decorum during public meetings;
- Not delay or interrupt the proceedings of the Board of Directors and respect other members' opportunity to speak;
- Support the policies and procedures established by the Board of Directors;
- Value the time of other Board members, District staff, and members of the public;
- Attempt to build consensus on an item before the Board of Directors through an opportunity for dialogue, but when this is not possible, the majority vote shall prevail and all Board members shall show respect to members who hold differing opinions;
- Have the right to dissent from, protest, or comment upon any action of the Board of Directors;
- Avoid offensive negative comments and shall practice civility and decorum during discussion and debate; and
- Assist the Board President's exercise of his/her affirmative duty to maintain order.

Compliance and Enforcement

Review of this Code of Conduct and the standards contained herein shall be included in the regular orientation for Board of Director candidates. Board members entering office and upon reelection to that office, are expected to sign an acknowledgment of their receipt of this Code of Conduct and commit to comply with its provisions.

A perceived violation of the Board of Directors' Code of Conduct by a Board member should be referred to the Board President for investigation and consideration of any appropriate action warranted. In the case of a perceived violation by the Board President, the matter should be referred to the Board Vice President. A violation of this policy may be addressed by remedies available by law, including but not limited to:

- Adopting a resolution expressing disapproval of the conduct of the Board member who has violated this policy;
- Injunctive relief; or
- Referral of the violation to the District Attorney and/or the Grand Jury.