



R-26-153
Meeting 26-25
October 14, 2026

AGENDA ITEM 8

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Revisions to Board Policy 6.07 *Code of Conduct Policy* and Board Policy 1.06 *Board Officers*, and formation of an Ad Hoc Committee to support the preparations of a future Board Governance Workshop

BOARD GOVERNANCE AD HOC COMMITTEE RECOMMENDATIONS

1. Review and approve revisions to Board Policy 6.07 *Code of Conduct Policy*.
2. Review and approve revisions to Board Policy 1.06 *Board Officers* to align with and complement the updates to Board Policy 6.07.
3. Form an Ad Hoc Committee to develop the agenda and content for a Board Governance Workshop anticipated early 2027.

SUMMARY AND DISCUSSION

At the Board Workshop held on March 25, 2025, the Midpeninsula Regional Open Space District (District) Board of Directors (Board) engaged in a discussion centered on Board norms and code of conduct. As part of that discussion, the Board determined that a follow-up review of existing Board Policy 6.07, *Code of Conduct*, would be beneficial to ensure the policy remains current, comprehensive, and aligned with governance best practices.

On February 5, 2026, the Board held a subsequent workshop at which the Board reviewed the policy in greater detail. During that review, the Board identified areas where additional language could be added to address potential gaps and clarify policy language. In addition, the Board also expressed interest in developing a more comprehensive description of the role and responsibilities of the Board President.

On [February 25, 2026](#), the Board approved the formation of an Ad Hoc Committee (Committee) consisting of three Board members appointed by the Board President. The Committee has been comprised of Board President Kersteen-Tucker, Director MacNiven, and Director Riffle. The Committee appointed Director Riffle to serve as the Chair. The Committee's work has been focused on strengthening Board Policy 6.07 consistent with Board direction while maintaining a clear framework with best governance practices. The District entered into a contract with Renne Public Management Group (RPMG) to assist the Committee, General Manager, General Counsel, and District Clerk with the policy updates. RPMG has experience working in the areas of City/Special District governance and has knowledge of best practices.

On March 25, 2026, the Committee held its first meeting to discuss Committee objectives and priorities. On June 16, the Committee reviewed suggested revisions and discussed additional proposed changes. The revisions proposed by RPMG reflect best practices in local government, including practices held by:

- Town of Los Gatos -- Code of Conduct
- City of Mountain View -- City Council Code of Conduct
- City of Mountain View -- How We Work Together Guidelines
- East Bay Regional Park District -- Board Operating Guidelines

On September 1, the Committee reviewed the draft policy update and provided final revisions.

The Committee focused on three primary areas:

1. Revisions to Board Policy 6.07 *Code of Conduct Policy*
 - Updating and expanding the policy to address gaps and provide clearer guidance regarding compliance and enforcement.
2. Process Flowchart for Enforcement of Non-Compliance (Attachment 3)
 - Developing an attachment to the policy that provides a clear visual outline for how a misconduct concern is brought forward, reviewed, addressed, and resolved. The intent is to establish a transparent and consistent framework for addressing concerns while supporting fairness, due process, and appropriate Board governance.
3. Further Defining the Role of the Board President
 - Defining a more comprehensive description of the role and responsibilities of the Board President within the policy.

The proposed revisions to Board Policy 6.07 are summarized as follows:

- **Representing an Official District Position:** Section 2.7 paraphrases existing Board Policy 1.05 *Board Correspondence* and was incorporated to reinforce when a Board member may speak as an individual or represent the majority position and opinion of the Board.
- **Responsibilities of the Board President:** Section 3 is new and was added to further define the responsibilities of the Board President. In addition, the proposed revisions also incorporate the Section 3 language into Board Policy 1.06 *Board Officers* (Attachment 4) under the section of “Duties of the Presiding Officer” to ensure consistency between the two policies.
- **Confidential Information:** Section 5 was updated and Section 5.1 (Confidential Materials Disposals and Requests) was added to reduce the risk of inadvertently having confidential information from closed sessions being disclosed, lost, forwarded, or accessed by unauthorized individuals.
- **Board Member-Controller Relationship:** Section 9 was updated to reflect the recent responsibility addition of the Controller by including “and serves as an internal auditor” to the last sentence of the paragraph.

- **General Conduct:** Section 10 was updated to add a paragraph at the start of this section. The introductory paragraph recognizes that professional conduct and shared commitment to public service should be maintained even when the Board may have different opinions, perspectives, or priorities.
- **Compliance and Enforcement:** Most of the revisions are found in Section 11, which establishes a process for reporting alleged Code of Conduct policy violations or other misconduct and provides guidance for reviewing and responding to such reports.
- **Code of Conduct Acknowledgement:** Section 12 prompts the assemblage of Board Director signatures acknowledging the Code of Conduct policy. This language was previously within the Compliance and Enforcement section and has been revised and moved into a separate section for clarity. In addition, language was added to encourage the full Board to consider a periodic review of the Code of Conduct to ensure it remains up to date.

Finally, the Committee agreed that a new Ad Hoc Committee should be established to continue advancing ongoing Board development and governance work. If approved by the full Board, the new Ad Hoc Committee would work collaboratively with staff to identify the objectives and priorities for a future 2027 Board Workshop and develop the workshop agenda. Based on work completed to date, the next logical area of focus for the new Ad Hoc Committee may be to review of Board Values and Norms.

FISCAL IMPACT

Formation of a new compensable Ad Hoc Committee is not expected to result in a new fiscal impact. Per Board Policy, *6.06 Meeting Compensation*, Board members can be compensated for up to six (6) meetings per month at one hundred twenty-seven dollars and thirty-four cents (\$127.34) per meeting day. The Fiscal Year 2026-27 budget does not include a specific allocation for the proposed new Ad Hoc Committee. However, the budget may be sufficient depending on the total number of compensable meetings that are scheduled during the fiscal year.

PRIOR BOARD AND COMMITTEE REVIEW

The Board of Directors previously discussed Board Policy, 6.07 at the [March 25, 2025](#), and [February 5, 2026](#), Board Workshops.

PUBLIC NOTICE

Public notice was provided as required by the Brown Act.

CEQA COMPLIANCE

This item is not a project subject to the California Environmental Quality Act.

NEXT STEPS

Upon Board approval of the policy revisions, the District Clerk will include the policy updates in the Board Policy Manual, and the policies will take effect as of the date of approval.

Upon approval to form an Ad Hoc Committee, the Board President will appoint the Ad Hoc Committee members in accordance with Board policy. The District Clerk will schedule an Ad Hoc Committee meeting, likely for early December.

Attachments

1. Proposed Revisions to Board Policy 6.07 *Code of Conduct* - Redline version
2. Proposed Revisions to Board Policy 6.07 *Code of Conduct* - Clean version
3. Board member Misconduct Flowchart
4. Proposed updates to Board Policy 1.06 *Board Officers* – Redline version

Responsible Department Head:
Ana Ruiz, General Manager

Prepared by:
Board Governance Ad Hoc Committee members:
Directors Curt Riffle, Zoe Kersteen-Tucker, and Margaret MacNiven

District Staff:
General Manager Ana Ruiz, General Counsel Hilary Stevenson, and District Clerk/Assistant to the General Manager Maria Soria

RPMG Consultants:
Executive Director Nelson Fialho and Management Analyst Sonja Scott

Contact person:
Maria Soria, District Clerk/Assistant to the General Manager, General Manager's Office

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: <u>10/24/2026</u> 9/23/15
Prior Versions: N/A	<u>Attachments:</u> 1. Acknowledgement Form 2. Boardmember Misconduct Process Flowchart

1. 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.

2. Responsibilities of Board Members

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

- 2.1. 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;
- 2.2. Comply with applicable laws regulating their conduct, including open government, conflict of interest, and financial disclosure laws;
- 2.3. Fulfill all applicable training requirements, including attending two (2) hours of ethics (AB 1234) training every two (2) years; and,
- 2.4. Inform themselves on public issues, listen attentively to public discussions before the body,

and focus on the business at hand.

- 2.5. Make decisions based upon the merits and substance of the matter before them.
- 2.6. 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.

2.7. Representing an Official District Position:

- 2.7.1. Board members may use their title only when conducting official District business, for information purposes, or as an indication of background and expertise, carefully considering whether they are exceeding or appearing to exceed their authority.
- 2.7.2. If a member of the Board appears before another governmental agency organization to give a statement on an issue affecting the Board, the Board member should indicate the majority position and opinion of the Board.
- 2.7.3. Personal opinions and comments may be expressed only if the Board member clarifies that these statements do not reflect the official position of the Board.

3. Responsibilities of the Board President

- 3.1. In addition to upholding the responsibilities of a Board member, the Board President is expected to serve as the presiding officer and facilitator of the Board's work, responsible for ensuring meetings are conducted efficiently, lawfully, and professionally. The President manages meetings by maintaining order and decorum, recognizing speakers, keeping discussion focused, and ensuring all actions comply with applicable laws such as open meeting requirements. A central responsibility is to protect the integrity of the decision-making process by clearly stating motions, allowing balanced discussion, and accurately calling votes.
- 3.2. While the President holds leadership responsibilities, the role is intended to facilitate—not dominate—Board deliberations. Effective Presidents promote full participation, encourage diverse viewpoints, and help build a cohesive, collaborative governing body, and hold Board members accountable if necessary. The President works with the General Manager or designee to develop meeting agendas, coordinate priorities, and ensure the Board remains focused on strategic, policy-level issues.
- 3.3. In addition, the President fulfills ceremonial and administrative duties, such as signing official documents, representing the agency publicly, making or recommending appointments, and coordinating special meetings or events. The President may also play a role in handling complaints, initiating evaluations, and supporting governance processes. Although empowered to guide meetings and operations, the President remains an equal voting member of the Board and acts subject to the authority of the full Board.

4. 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).

5. Confidential Information

Board members will not disclose **verbal or written** 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. **Potential consequences for breach of confidentiality are listed under Process for Handling Board Complaints and Enforcement Framework .**

5.1. Confidential Materials Disposal and Requests

- 5.1.1. Confidential materials provided in preparation for and during Closed Sessions shall not be retained, and electronic copies must be deleted or documents returned to staff at the conclusion of the Closed Session.
- 5.1.2. Confidential materials provided to Board members outside of Closed Sessions must be destroyed, deleted, or returned to staff within thirty (30) days of their receipt.
- 5.1.3. Board members may not request confidential written information from staff that has not been provided to all Board members.

6. Conflicts of Interest

- 6.1. Board members will avoid both actual conflicts of interest and the appearance of conflicts of interest with the District.
- 6.2. 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.
- 6.3. 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.
- 6.4. 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.
- 6.5. 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.

7. 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.

8. 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.

9. 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, **and serves as an internal auditor.**

10. General Conduct

Elected and appointed officials have all chosen to serve in public office in order to support the community. In all cases, this common goal should be acknowledged even though individuals may "agree to disagree" on contentious issues.

Members ~~should~~ **shall**:

- 10.1.** Treat each other, members of District staff, members of the public, etc. with courtesy and refrain from inappropriate behavior and derogatory comments;
- 10.2.** Be fair, impartial, and unbiased when voting on Board actions;
- 10.3.** Preserve order and decorum during public meetings;
- 10.4.** Not delay or interrupt the proceedings of the Board of Directors and respect other members' opportunity to speak;
- 10.5.** Support the policies and procedures established by the Board of Directors;
- 10.6.** Value the time of other Board members, District staff, and members of the public;

- 10.7. 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;
- 10.8. Have the right to dissent from, protest, or comment upon any action of the Board of Directors;
- 10.9. Avoid offensive negative comments and shall practice civility and decorum during discussion and debate; and
- 10.10. Assist the Board President's exercise of his/her affirmative duty to maintain order.

11. 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.~~

This section describes a process to facilitate the reporting of Code of Conduct policy violations or other misconduct and provides guidelines on responding to such reports.

11.1. Addressing Potential Code of Conduct Violations During Meetings

Any Board member may raise concern of contemporaneous potential code of conduct violation at a public meeting to the presiding officer. This can be done informally or by raising a point of order.

A Board member may ask for a point of order, at which time the presiding officer will ask for an explanation. Appropriate points of order relate to matters that a Board member considers inappropriate conduct for the meeting. If a speaker is interrupted by a point of order, the remainder of a speaker's time will be preserved by the District Clerk until the point is resolved.

11.2. Board Member Misconduct

When a concern arises regarding a Board member's conduct, the concerned Board member or members are encouraged, where possible, to raise and attempt to resolve the concern at the lowest possible level, such as through one-on-one direct

conversations (consistent with the Brown Act) or through the Board President. If resolved at this level, the Board President has discretion to share the resolution with the Board consistent with the Brown Act. Otherwise, the concerned party can initiate the following process:

11.2.1. Reporting a Complaint

Who can report: Any Board member or staff member who witnesses or becomes aware of a potential violation.

How to report:

- Board members report directly to the Board President.
- Staff members report to any Board Appointee, who then reports to the President.
- If the Board President is the source of the complaint, Board members and the Board Appointee will report to the Vice President.
 - The submitted complaint should include the following information:
 - The identity of the complainant (unless protected by law);
 - Written narrative describing specifically the nature of the violation or misconduct and the individuals involved in such activity;
 - Citing the specific policy, code, regulation, or other authoritative guidance which is alleged to have been violated
 - Providing additional materials and evidence in support of the allegations.
- Upon receiving a report, the President, and either the Vice President or the Board Appointee Evaluation Committee Chair will jointly assess the nature of the complaint and determine which review path to follow and may seek advice of the General Manager and the General Counsel.

11.2.2. Review Process

Complaints follow one of two paths depending on their severity:

1. **Informal Resolution:** If the violation is deemed minor, the Board President may contact the Board member directly to address and resolve the concern, and communicate outcome with Board members individually in compliance with the Brown Act.

A violation is not considered minor if it involves:

- a. Injury or potential injury to any person (physical, emotional, defamation, harassment, etc.)
- b. Significant risk or financial exposure to the District
- c. A likelihood of repeated occurrence

2. **Formal Resolution:** Requires Ethics Committee Review

11.2.3. Ethics Committee Review: If there is a disagreement on whether the matter is minor — or if informal resolution is insufficient — the Board President shall convene an Ethics Committee consisting of:

- The President (serving as Chair)
- The Vice President
- The Board Appointee Evaluation Committee Chair

The Ethics Committee will meet with the General Manager, General Counsel, and

any relevant staff or witnesses to determine how the matter should proceed.

11.2.4. Ethics Committee Conflicts of Interest: If any Ethics Committee member is the subject of the complaint, they are replaced by the next ranking official. For example:

- If the President is the subject, the Vice President chairs, and the Board Appointee Committee Chair and the most recent former President serve as members.
- If no former President is available, the Chair selects a Board member based on seniority.

Note: The "Ethics Committee" is not a standing committee. It is assembled only when needed.

11.2.5. Investigation

11.2.5.1. The Ethics Committee may appoint an independent investigator to assist with the inquiry. The investigator reports to the Ethics Committee, which reviews the findings.

11.2.5.2. The Ethics Committee should complete its work as promptly as reasonably possible. Once the report is complete, the Ethics Committee will determine whether to conclude the matter informally or to proceed with a formal review process. If the matter is resolved informally at this stage, the Ethics Committee Chair will share the outcome with the Board members individually in compliance with the Brown Act.

11.2.6. Formal Review Process

11.2.6.1. **Hearing preparation:** If the Ethics Committee determines that a formal review process is needed, the subject Board member(s) will be notified and the General Counsel will prepare an agenda item providing the complaint and supporting material. The item will include a brief introduction to the Code of Conduct policy and complaint process, and will provide the possible actions the Board may consider. Redaction of personally identifiable information will be at the discretion of the General Counsel.

11.2.7. Board Discussion and Possible Action

11.2.7.1. The Ethics Committee will introduce the item in an open meeting citing the nature of the complaint and the specific policy, code, regulation, or other authoritative guidance that is alleged to have been violated.

11.2.7.2. The Board member(s) subject to the complaint shall have the opportunity to speak to the item.

11.2.7.3. Public comment will be opened on the matter.

11.2.7.4. The Board member(s) subject to the complaint shall have the opportunity for a rebuttal.

11.2.7.5. The Board will deliberate on the item. If four Board members believe that the violation or misconduct occurred, the Board will need to make a motion and second the motion sustaining the specific allegation and making a

recommendation for disciplinary action.

11.2.8. Types of Disciplinary Action

If a majority of the Board finds a violation occurred, one or more of the following actions may be taken:

1. No Action.
2. Public Warning – A warning directed publicly at a Board member regarding specific behavior.
3. Revocation of Special Privileges – Temporary or permanent removal of committee assignments, official travel privileges, conference attendance, or ceremonial titles such as President or Vice President.
4. Suspension from Board President and Vice President selection process: The Board can act to deem a Board member ineligible to serve in these roles for a specified period.
5. Censure – A formal statement or resolution by the Board officially reprimanding a Board member.

12. Code of Conduct Acknowledgement

Review of this Code of Conduct and the standards contained herein shall be included in the regular orientation for Board of Director candidates, and the full Board should consider a periodic review of the code. Board members have the primary responsibility to assure that District procedures and protocols are understood and followed to ensure District integrity and public trust. The Code of Conduct is most effective when members are thoroughly familiar with the Code and follow it accordingly. For this reason, Board members entering or re-entering office shall sign a statement affirming they have read and understood the Code of Conduct.



Midpeninsula Regional Open Space District Acknowledgement of the Code of Conduct

The Midpeninsula Regional Open Space District Board Policy 6.07, *Board of Directors Code of Conduct*, is intended to be self-enforcing and represents the standards of conduct expected of all members of the District. The policy is most effective when directors are thoroughly familiar with its provisions and demonstrates a commitment to complying with them.

Board members entering office and upon reelection to the office are expected to sign this statement acknowledging the receipt of the Code of Conduct and commit to comply with its provisions.

I affirm that I have read and understand the Midpeninsula Regional Open Space District Board Policy 6.07, Board of Directors Code of Conduct, in its entirety.

Printed Name

Ward

Signature

Date

Midpeninsula Regional Open Space District

Board Policy Manual

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- 10.2. Be fair, impartial, and unbiased when voting on Board actions;
- 10.3. Preserve order and decorum during public meetings;
- 10.4. Not delay or interrupt the proceedings of the Board of Directors and respect other members' opportunity to speak;
- 10.5. Support the policies and procedures established by the Board of Directors;
- 10.6. Value the time of other Board members, District staff, and members of the public;

- 10.7. 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;
- 10.8. Have the right to dissent from, protest, or comment upon any action of the Board of Directors;
- 10.9. Avoid offensive negative comments and shall practice civility and decorum during discussion and debate; and
- 10.10. Assist the Board President's exercise of his/her affirmative duty to maintain order.

11. Compliance and Enforcement

This section describes a process to facilitate the reporting of Code of Conduct policy violations or other misconduct and provides guidelines on responding to such reports.

11.1. Addressing Potential Code of Conduct Violations During Meetings

Any Board member may raise concern of contemporaneous potential code of conduct violation at a public meeting to the presiding officer. This can be done informally or by raising a point of order.

A Board member may ask for a point of order, at which time the presiding officer will ask for an explanation. Appropriate points of order relate to matters that a Board member considers inappropriate conduct for the meeting. If a speaker is interrupted by a point of order, the remainder of a speaker's time will be preserved by the District Clerk until the point is resolved.

11.2. Board Member Misconduct

When a concern arises regarding a Board member's conduct, the concerned Board member or members are encouraged, where possible, to raise and attempt to resolve the concern at the lowest possible level, such as through one-on-one direct conversations (consistent with the Brown Act) or through the Board President. If resolved at this level, the Board President has discretion to share the resolution with the Board consistent with the Brown Act. Otherwise, the concerned party can initiate the following process:

11.2.1. Reporting a Complaint

Who can report: Any Board member or staff member who witnesses or becomes aware of a potential violation.

How to report:

- Board members report directly to the Board President.
- Staff members report to any Board Appointee, who then reports to the President.
- If the Board President is the source of the complaint, Board members and the Board Appointee will report to the Vice President.
 - The submitted complaint should include the following information:
 - The identity of the complainant (unless protected by law);

- Written narrative describing specifically the nature of the violation or misconduct and the individuals involved in such activity;
 - Citing the specific policy, code, regulation, or other authoritative guidance which is alleged to have been violated
 - Providing additional materials and evidence in support of the allegations.
- Upon receiving a report, the President, and either the Vice President or the Board Appointee Evaluation Committee Chair will jointly assess the nature of the complaint and determine which review path to follow and may seek advice of the General Manager and the General Counsel.

11.2.2. Review Process

Complaints follow one of two paths depending on their severity:

1. **Informal Resolution:** If the violation is deemed minor, the Board President may contact the Board member directly to address and resolve the concern, and communicate outcome with Board members individually in compliance with the Brown Act.

A violation is not considered minor if it involves:

- a. Injury or potential injury to any person (physical, emotional, defamation, harassment, etc.)
- b. Significant risk or financial exposure to the District
- c. A likelihood of repeated occurrence

2. **Formal Resolution:** Requires Ethics Committee Review

- 11.2.3. **Ethics Committee Review:** If there is a disagreement on whether the matter is minor — or if informal resolution is insufficient — the Board President shall convene an Ethics Committee consisting of:

- The President (serving as Chair)
- The Vice President
- The Board Appointee Evaluation Committee Chair

The Ethics Committee will meet with the General Manager, General Counsel, and any relevant staff or witnesses to determine how the matter should proceed.

- 11.2.4. **Ethics Committee Conflicts of Interest:** If any Ethics Committee member is the subject of the complaint, they are replaced by the next ranking official. For example:

- If the President is the subject, the Vice President chairs, and the Board Appointee Committee Chair and the most recent former President serve as members.
- If no former President is available, the Chair selects a Board member based on seniority.

Note: The "Ethics Committee" is not a standing committee. It is assembled only when needed.

11.2.5. Investigation

- 11.2.5.1. The Ethics Committee may appoint an independent investigator to assist with

the inquiry. The investigator reports to the Ethics Committee, which reviews the findings.

11.2.5.2. The Ethics Committee should complete its work as promptly as reasonably possible. Once the report is complete, the Ethics Committee will determine whether to conclude the matter informally or to proceed with a formal review process. If the matter is resolved informally at this stage, the Ethics Committee Chair will share the outcome with the Board members individually in compliance with the Brown Act.

11.2.6. Formal Review Process

11.2.6.1. **Hearing preparation:** If the Ethics Committee determines that a formal review process is needed, the subject Board member(s) will be notified and the General Counsel will prepare an agenda item providing the complaint and supporting material. The item will include a brief introduction to the Code of Conduct policy and complaint process, and will provide the possible actions the Board may consider. Redaction of personally identifiable information will be at the discretion of the General Counsel.

11.2.7. Board Discussion and Possible Action

11.2.7.1. The Ethics Committee will introduce the item in an open meeting citing the nature of the complaint and the specific policy, code, regulation, or other authoritative guidance that is alleged to have been violated.

11.2.7.2. The Board member(s) subject to the complaint shall have the opportunity to speak to the item.

11.2.7.3. Public comment will be opened on the matter.

11.2.7.4. The Board member(s) subject to the complaint shall have the opportunity for a rebuttal.

11.2.7.5. The Board will deliberate on the item. If four Board members believe that the violation or misconduct occurred, the Board will need to make a motion and second the motion sustaining the specific allegation and making a recommendation for disciplinary action.

11.2.8. Types of Disciplinary Action

If a majority of the Board finds a violation occurred, one or more of the following actions may be taken:

1. No Action.
2. Public Warning – A warning directed publicly at a Board member regarding specific behavior.
3. Revocation of Special Privileges – Temporary or permanent removal of committee assignments, official travel privileges, conference attendance, or ceremonial titles such as President or Vice President.
4. Suspension from Board President and Vice President selection process: The Board can act to deem a Board member ineligible to serve in these roles for a specified period.
5. Censure – A formal statement or resolution by the Board officially reprimanding a Board member.

12. Code of Conduct Acknowledgement

Review of this Code of Conduct and the standards contained herein shall be included in the regular orientation for Board of Director candidates, and the full Board should consider a periodic review of the code. Board members have the primary responsibility to assure that District procedures and protocols are understood and followed to ensure District integrity and public trust. The Code of Conduct is most effective when members are thoroughly familiar with the Code and follow it accordingly. For this reason, Board members entering or re-entering office shall sign a statement affirming they have read and understood the Code of Conduct.



Midpeninsula Regional Open Space District Acknowledgement of the Code of Conduct

The Midpeninsula Regional Open Space District Board Policy 6.07, *Board of Directors Code of Conduct*, is intended to be self-enforcing and represents the standards of conduct expected of all members of the District. The policy is most effective when directors are thoroughly familiar with its provisions and demonstrates a commitment to complying with them.

Board members entering office and upon reelection to the office are expected to sign this statement acknowledging the receipt of the Code of Conduct and commit to comply with its provisions.

I affirm that I have read and understand the Midpeninsula Regional Open Space District Board Policy 6.07, Board of Directors Code of Conduct, in its entirety.

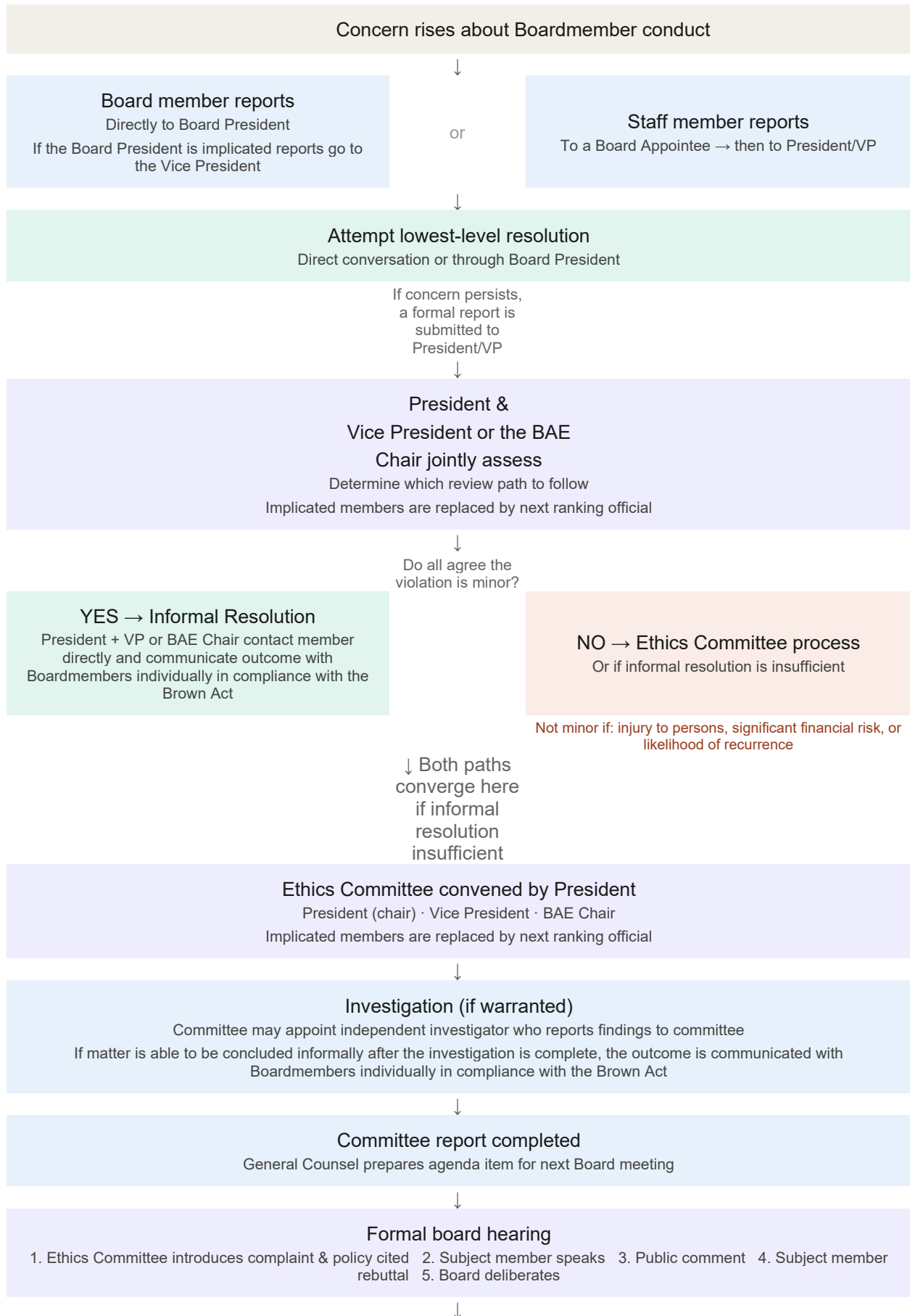
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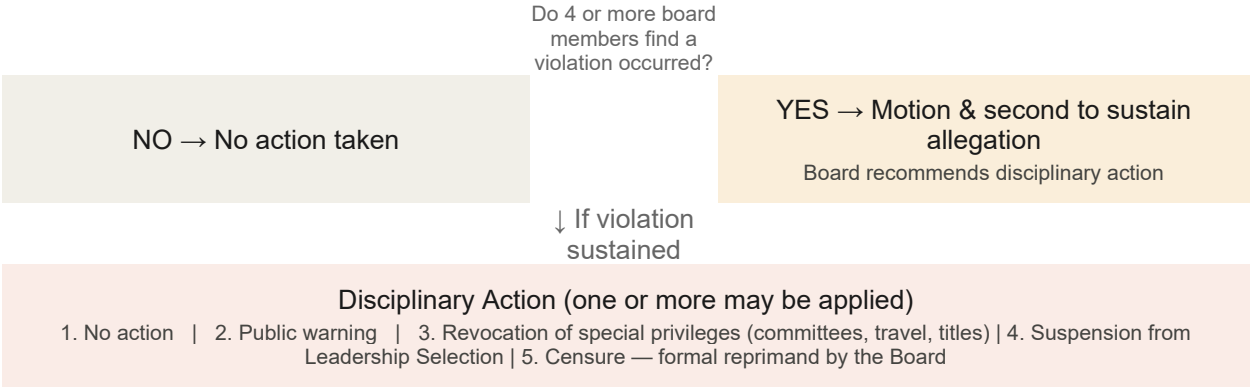
Ward

Signature

Date

Board member Misconduct Process Flowchart





Board Policy Manual

Board Officers	Policy 1.06 Chapter 1 – Administration & Government
Effective Date: <u>11/13/13</u>	Revised Date: <u>10/14/26</u> 11/13/13
Prior Versions: <u>11/13/13</u>	

Board of Directors: Election of Officers

Public Resources Code § 5535.

At the first regular meeting in January of each year, the Board of Directors shall choose one of its members, President, and another Vice-President, who shall act for the President in his/her absence or disability. The Board shall choose one of its members to serve as Board Treasurer and another to serve as Secretary.

Each officer shall be voted on separately. Elections shall be by signed ballot and counted by the District Clerk. The candidate receiving a majority of the vote of the members of the Board shall be elected. After the election, the ballots shall be available for public inspection.

Duties of the Presiding Officer

Public Resources Code § 5548.

The President, or in his/her absence, the Vice-President, shall be the presiding officer of the Board and shall assume his/her place and duties as such immediately following his/her election. The presiding officer shall preserve order at all meetings of the Board, announce its decisions on all subjects, and decide all questions of order, subject to an appeal to the board. S/he shall participate in debate, make motions, and vote on all questions as other members of the Board.

The President shall sign all ordinances, resolutions, contracts and conveyances on behalf of the District after they have been approved by the Board, shall sign financial instruments as appropriate, and s/he shall perform such other duties as may be imposed upon him/her by the Board. The President also fulfills ceremonial duties, representing the agency publicly, making or recommending appointments, and coordinating special meetings or events.

In addition to upholding the responsibilities of a Board member, the President is expected to serve as the presiding officer and facilitator of the Board's work, responsible for ensuring meetings are conducted efficiently, lawfully, and professionally. The President manages meetings by maintaining order and decorum, recognizing speakers, keeping discussion focused, and ensuring all actions comply with applicable laws such as open meeting requirements. A central responsibility is to protect the integrity of the decision-making process by clearly stating motions, allowing balanced discussion, and accurately calling votes.

While the President holds leadership responsibilities, the role is intended to facilitate—not dominate—Board deliberations. Effective Presidents promote full participation, encourage diverse viewpoints, and help build a cohesive, collaborative governing body, and hold Board

members accountable if necessary. The President works with the General Manager or designee to develop meeting agendas, coordinate priorities, and ensure the Board remains focused on strategic, policy-level issues.

The President may also play a role in handling complaints, initiating evaluations, and supporting governance processes. Although empowered to guide meetings and operations, the President remains an equal voting member of the Board and acts subject to the authority of the full Board.

In the absence of the President, or in the event of his/her inability to act, the Vice-President shall perform all the powers and duties of the President. If both the President and Vice-President are absent or unable to act, the Board may select a president pro tempore who shall perform all the powers and duties of the President.

Board Treasurer

The Treasurer shall be a member of the Budget Committee and shall sign financial instruments as appropriate.

Board Secretary

Public Resources Code § 5551 and 5552.

Unless otherwise directed by the Board, the Board Secretary shall countersign all ordinances and resolutions and the District Clerk shall countersign all contracts and conveyances approved by the Board. In the absence of a Secretary, or in the event of his/her inability to act, the Board may select a secretary pro tempore who shall perform all the duties of Secretary.