



Midpeninsula Regional
Open Space District

R-15-129
Meeting 15-23
September 9, 2015

STUDY SESSION 1

AGENDA ITEM

Board Code of Conduct, Board/Staff Relationship Policy, and Written Communications Policy

GENERAL MANAGER'S RECOMMENDATION *SM*

Review and consider the Board Code of Conduct and revisions to the Board-Staff Working Relationships and Written Communications Policies.

SUMMARY AND DISCUSSION

The public holds its elected officials to high standards of professional conduct. The Midpeninsula Regional Open Space District Board of Directors has always believed in and been committed to the tenets of high ethical standards and high standards of professional conduct. As part of its application for the Special District Association's Transparency Certificate of Excellence, the Board is required to adopt a Code of Ethics or Code of Conduct. Staff is also bringing forward edits to the Board policy on Board-Staff Working Relationships to reflect the current practices of the District and to conform to the provisions of the draft Code of Conduct.

As elected representatives for those residing in the District's boundaries, it is essential that each Board member's behavior be consistent with the level of responsibilities and duties of governance entrusted to them by the District's residents. The Board Code of Conduct is designed to describe the manner in which Board members should treat one another, the District staff, their appointees, members of the public, and others they come into contact with while representing the District.

As part of the District's ongoing efforts to streamline procedures and increase efficiency, staff is also bringing forward edits to the Board Correspondence policy. These revisions seek to clarify when correspondence received from the public will be forwarded to the Board for review and response.

FISCAL IMPACT

There is no fiscal impact associated with adoption of the Board Code of Conduct or revisions to the Board-Staff Working Relationships and Board Correspondence policies.

BOARD COMMITTEE REVIEW

At its retreat on January 26, 2015, the Board discussed numerous standards and best practices that it would like to adopt to continue to increase its efficiency as a Board and in its relationship

with staff. The Board directed staff to return with a Code of Conduct and policy revisions summarizing and incorporating these standards.

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

After review and discussion of the policies, the Board may approve the policies at the Study Session. Otherwise, the District Clerk will make any requested revisions and return the policies to the Board for adoption on September 23, 2015.

Attachments

1. Draft Board Policy 6.07: *Board Code of Conduct*
2. Revised Board Policy 2.01: *Board-Staff Working Relationships*
3. Revised Board Policy 1.05: *Board Correspondence*

Responsible Department Head:
Stephen E. Abbors, General Manager

Prepared by:
Jennifer Woodworth, District Clerk

Midpeninsula Regional Open Space District

Board Policy Manual

Board of Directors Code of Conduct	Policy 6.07 Chapter 6 – General Administration
Effective Date:	Revised Date:
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

The Board of Directors provides legislative direction, sets District policy, 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. The Board nor its members shall not 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.

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 the majority shall show respect for the opinion of the minority;
- 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, shall sign a Personal Code of Conduct acknowledging 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.

Midpeninsula Regional Open Space District

Board Policy Manual

Guidelines for Board-Staff Working Relationships	Policy 2.01 Chapter 2 – District Personnel & Board Support
Effective Date: 11/20/91	Revised Date:
Approved by Board Action:	
Prior Versions: 11/20/91, 4/9/92, 1/11/93, 8/26/93, 2/14/96, 4/9/97, 1/28/98, 10/25/04, 1/28/09, 11/13/13	

Purpose

To set forth the guidelines and procedures for working relationships between District staff and the District's Board of Directors. The Board of Directors is the policy-making body of the District, while the General Manager is the administrative head of the agency under direction of the Board of Directors.

Policy

Neither the Board President nor Board of Directors is authorized to give direct orders or instructions to any subordinates of the General Manager. The Board members are to interact with the District's administrative departments through the General Manager. Any information requested by any Board member shall be sent to all Board members, as appropriate.

Board member Inquiries and Requests for Information

A. General

Board communications with District staff should be limited to normal District business hours unless the circumstances warrant otherwise. Responses to Board member questions posed outside of normal business hours should be expected no earlier than the next business day. A request for information, records, written work or analysis by District staff with support work of up to one (1) hour will be provided. Requests over one hour must be approved by the Board at a future Board meeting.

If an individual Board member suggests that staff time be spent on a project not previously approved by the Board, he/she will contact the General Manager. The General Manager will then make an initial assessment of the project, evaluating its consistency with established goals and policies, effects on other projects, and availability of staff and financial resources, including the approximate amount of staff time required to complete the assignment. The General Manager will then communicate the information to the Board and obtain Board majority approval prior to proceeding with more in-depth assessment or proceeding with the project.

The General Manager can authorize a deviation from this policy if he/she determines that the request needs to be filled before the Board next meets.

~~1. Board members may go to any staff member for information. If information request requires more than minimal staff time, the request should be made to the General Manager or Department Manager who shall confer with the General Manager.~~

~~2. Board members are encouraged to give staff sufficient lead time to fulfill Board requests and to put important requests in writing.~~

B. Routine Requests for Information and Inquiries.

Board members may contact staff directly for information made readily available to the general public on a regular basis by District staff (e.g., “What is a specific preserve’s hours of operation?”) or “How does one request a permit for camping at Black Mountain?”. Under these circumstances staff shall treat the Board member no differently than they would the general public, and the Board member shall not use their elected status to secure preferential treatment. The General Manager generally does not need to be advised of such contacts.

C. Non-Routine Requests for Readily Available Information.

Board members may also contact staff directly for easily retrievable information *not routinely requested by the general public* so long as it does not require staff to discuss the issue or express an opinion (e.g., “How many permits were issued for Black Mountain this year?” or “Under what circumstances does the District lower its flags to half mast?”). The General Manager generally does not need to be advised of such contacts.

D. Non-routine Requests Requiring Special Effort.

If an individual Board member suggests that staff time be spent on a project not previously approved by the Board, he/she will contact the General Manager. The General Manager will then make an initial assessment of the project, evaluating its consistency with established goals and policies, effects on other projects, and availability of staff and financial resources including the ~~an~~ approximate amount of staff time required to complete the assignment. The General Manager will then communicate the information to the Board and obtain Board majority approval prior to proceeding with more in-depth assessment taking more than one hour of staff time, or proceeding with the project. Responses to such requests shall be copied to all Board members, the General Manager, the General Counsel as appropriate, and affected Department Managers.

E. Questions Regarding Board Reports.

Where possible, Board members should forward any questions regarding staff Board reports to the General Manager and District Clerk at least 36 hours in advance of the Board meeting for which that item is agendaized. Questions should be limited to those needed for the Board member to make a decision on the recommendation(s) in the Board report. All responses shall be provided to all Board members, General Counsel, and members of the public. Questions received less than 36 hours prior to a Board meeting may be responded to at the Board meeting. During Board meetings, any questions from Board members having to do with non-agenda items shall be directed to the General Manager for follow-up.

F. Meeting Requests.

Any Board member request for a meeting with staff must be directed to the Board's appointees. When in doubt about the appropriateness of a communication with staff, Board members shall ask the General Manager for advice.

~~3. Information (except trail conditions) provided from a Board member to staff should be routed through individual Department Managers or the General Manager.~~

~~4. If an individual Board member suggests that staff time be spent on a project not previously approved by the Board, he/she will contact the General Manager. The General Manager will then make an initial assessment of the project, evaluating its consistency with established goals and policies, effects on other projects, and availability of staff and financial resources. The General Manager will then communicate the information to the Board and obtain Board approval prior to proceeding with more in-depth assessment or proceeding with the project.~~

~~5. Management reports and recommendations to the Board should present areas of potential controversy and concern.~~

~~6. Board members and management will endeavor not to surprise each other with important information; if a Board member wants additional information or documentation on an agenda item, the Board member is encouraged to contact the General Manager before the Board meeting.~~

~~7. Staff will actively support and implement Board decisions.~~

~~8. The administration of the District is the responsibility of the General Manager. The General Manager will advise Board members when he/she feels that any Board member is attempting to direct the administration of the District.~~

~~9. Any Board member will advise the General Manager when he/she feels staff is attempting to direct or set Board policy.~~

~~10. Management team and the Board will set a positive example of Board-staff relations for public and staff.~~

~~11. Board members and staff will respect each other's personal time.~~

12. Volunteer Related Interactions

Board members may serve in District volunteer programs under the same terms and conditions as any member of the volunteering public. When volunteering, they agree to conduct themselves as would any other member of the volunteering public. They will accept all direction from staff members organizing the volunteer activity. Staff conducting volunteer activities will treat Board members as they would any other volunteer, and will bring any difficulties to the Department Manager or General Manager for resolution.

B. Public Related Interactions

1. Board members shall treat staff professionally and will refrain from publicly reprimanding staff members. Any concerns about employee performance should be discussed privately with the General Manager.
2. The Board shall not prohibit public criticism of its policies, procedures, programs or services, but shall request members of the public to refrain from personal attacks upon individual staff members.
3. District staff shall acknowledge the Board as having the final authority to make policy decisions. The Board of Directors shall acknowledge staff as implementing and administering the Board's policies through the General Manager.

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Board Policy Manual

Board Correspondence	Policy 1.05 Chapter 1 – Administration & Government
Effective Date:	Revised Date:
Prior Versions: 11/13/13	

Purpose

So that the public may perceive that any correspondence or forms of recognition from the Board President or Board of Directors have the support of a majority of the Board of Directors, it is necessary to establish guidelines for the issuance of correspondence and forms of recognition.

Policy

Written Communications (Consent Item)

The District Clerk is authorized to receive and open all mail (including E-Mail) addressed to the Board of Directors from members of the public. Any such ~~W~~ritten ~~C~~ommunication addressed to the Board shall be ~~reproduced and distributed in the next regular mailing to the~~ provided to all Board members and to members of the press and public who have requested supporting materials as soon as possible.

~~The Board shall consider the recommendation of t~~The General Manager ~~and shall~~ determine whether a written communication ~~shall will~~ be placed on the agenda in accordance with the procedures of ~~Section 1.30~~this policy, considered in connection with an item already on the agenda, and/or referred to a committee for action, a Director or staff for simple acknowledgement, response or draft response, or shall determine that an adequate response has been made.

A written communication addressed to an individual Director may, at the discretion of the individual Director, be considered a personal letter, a written communication or may be relayed to the members of the Board as an informational item.

Procedures for Handling Board Correspondence

a. Board President Signing on Behalf of the Board

The Board President will sign all letters sent on behalf of the Board of Directors. Routine letters from the Board President, or designee in his/her absence, do not need to be listed as consent items on the Board agenda. Such letters shall include:

1. Thank you letters to individuals or organizations for involvement in events or activities that benefit the District

2. Letters of recognition or appreciation in honor of distinctive service to the District, such as those sent to District volunteers or staff

b. Written Correspondence Regarding Established Policy or Request for New Policy

The General Manager shall make the determination if a written correspondence received from a member of the public is related to Board policy or general administration of the District.

1. When a written communication is regarding involves the enforcement of previously set Board policy or established procedures of the District, the communication is directed to the appropriate department for response by staff. A copy of the response will be distributed to the Board.

~~1.2. Correspondence~~ When a written communication that involves a request to change Board policy, a new policy direction or future Board action, it shall be referred to the appropriate department for review and response. The correspondence and draft response shall be included on the Board Agenda under "Written Communications" for review and approval by the Board. Draft replies to Written Communications which have not been considered by the Board may be submitted and labeled as follows: "Draft Response prepared by Staff." Any member of the Board may request that such written communication be placed on the agenda as an emergency item in accordance with Section 1.30 for consideration by the Board.

c. Written Correspondence Related to Agenda Items

~~Written communications directly related to an item on the agenda will be accepted for distribution up to 3:00 p.m. on the day of the meeting. Written communications directly related to an item on the agenda but received after 3:00 p.m. on the day of a meeting must be accompanied by thirty copies for distribution in order to be considered by the Board as written communication at the meeting.~~ Correspondence related to an item on the agenda may be distributed with the agenda and supporting materials and considered by the Board at the forthcoming meeting. Correspondence received after distribution of the agenda packet shall be provided to Board members and members of the public at the Board meeting. Acknowledgement or response is optional.

d. Written Correspondence at Board Meetings

Members of the public may read Written Communications into the District's record during Oral Communications at a regular meeting and offer explanations of any such document. The presiding member of the Board may limit presentations of the speakers, including the reading of a written communication, to three minutes. Acknowledgement or response is optional.

Written communications received at a ~~regular~~ Board meeting shall be ~~reproduced and distributed to absent Board members and to members of the press who have requested supporting materials no later than the next regular mailing to the Board~~ maintained with the official records of the District for that Board meeting.

e. Distribution of Written Correspondence

Written communications which are distributed to the Board at a time other than a regular mailing shall be distributed to members of the press who have requested supporting materials, ~~within two working days of when they are sent to the Board.~~

f. Written Correspondence with Large Attachments

Written communications accompanied by an extraordinary quantity of attachments may, at the discretion of the General Manager, be duplicated and distributed with some or all the attachments excluded. The General Manager shall note on the written communication or in an accompanying memorandum that the entire written communication, including attachments is available at the District office for public review. ~~The General Manager shall determine the most appropriate method for presenting the attachments to the Board of Directors.~~ Copies of the excluded attachments will be made available on the same basis as any other public record.

~~a. All written communications, unless they relate to an item on the agenda, must be received no later than 5:00 p.m. on the Tuesday the week preceding a Board meeting in order to be distributed with the agenda and supporting materials and considered by the Board at the forthcoming meeting. If, in the opinion of the General Manager, a written communication should not be distributed with the agenda and supporting materials without a draft response, which has yet to be prepared, the written communication may be distributed later, but no later than at the forthcoming Board meeting. Written communications not directly related to an item on the agenda received after the 5:00 p.m. Tuesday deadline may be distributed with the agenda and supporting materials and considered by the Board at the forthcoming meeting if, in the opinion of the General Manager, time is of the essence for consideration of the written communication by the Board.~~

Communications to the Public from Individual Directors

Any written or oral communication from a Director to the public or Board, or other agencies or organizations in any way related to the Director's capacity as an elected District official shall be distributed to the Board as a public informational item by the Director unless it is made clear in the communication that the communication is the opinion of the individual Director and not a Board position, the opinion of the District or Board of Directors as a whole, unless the Board has approved the communication in advance.