

Part 2 ADMINISTRATION

Chapter 1 Board of Directors

Purpose & Mission

The primary mission of the Central Basin Municipal Water District is to provide reliable, high-quality water supplies from MET and local recycled water sources, to meet present and future water needs, at an equitable and economical cost, and to promote water use efficiency throughout the District's service area.

Article 1 – Articles of Election or Appointment

New legislation effective January 1, 2017 expanded the membership of the Board of Directors of the District. Until the directors elected at the November 8, 2022 election take office, the Board of Directors will be composed of eight directors.

In addition to the five publically-elected directors, three additional directors will be appointed by the water purveyors within the District pursuant to Section 71267 of the Water Code. After 2022, the Board of Directors will be composed of seven directors, as one of the elected positions will be eliminated through redistricting.

1.1 Election of Public Officials

Directors are elected to office in accordance with the provisions of the Municipal Water District Law of 1911. Elections shall be conducted in November of even numbered years and the term of office shall be for four (4) years. The timing of elections for each District shall be as follows and shall continue every four (4) years thereafter:

Division 1	November 2020
Division 2	November 2018
Division 3	November 2018
Division 4	November 2020
Division 5	November 2020

1.2 Appointments of Public Officials

When a vacancy of a publicly elected seat occurs on the Board prior to the expiration of a term, the remaining Directors shall have the option of filling such vacancy by appointment by a majority vote of the Board, or by calling for an election in the manner set forth in Government Code section 1780.

If the Board fails to fill the vacancy either by appointment or by calling for an election, the manner in filling the vacancy shall be governed by the method as set forth in Government Code section 1780.

1.3 Authorization and Application of Appointed Purveyors

The following rules establish the procedures by which the water purveyors will appoint members to the three seats allocated to them.

Section 71267(c)(1) of the Water Code provides as follows:

The three directors appointed by the water purveyors shall be selected by the water purveyors every four years as follows:

- (a) One director shall be selected by all large water purveyors from the nominees of large water purveyors. Each large water purveyor shall have one vote.
- (b) One director shall be selected by all cities that are water purveyors of the district from the nominees of cities. Each city shall have one vote.
- (c) One director shall be selected by all of the water purveyors of the district from any nominee. The vote of each purveyor shall be weighted to reflect the number of service connections of that water purveyor within the district.

Section 71267(c)(2) of the Water Code provides as follows:

The appointment of directors pursuant to paragraph (1) shall not result in any of the following:

- (a) The appointment of three directors that are all employed by or representatives of entities that are all large water purveyors.
- (b) The appointment of three directors that are all employed by or representatives of entities that are all cities.
- (c) The appointment of three directors that are all employed by or representatives of entities that are all small water purveyors.

1.4 Nomination and Selection of Appointed Purveyor

- (a) Written notice of the opportunity to submit nominations for appointment to the Central Basin Municipal Water District Board of Directors shall be sent by the District to all entities eligible to vote no later than 120 calendar days prior to the date scheduled for appointment. The notice shall (1) inform each such entity of its right to nominate any number of eligible individuals for any office to be filled; and (2) inform each entity eligible to vote of the positions to be filled on the Board.
- (b) Nominations shall be made on nomination forms to be prepared by the District, samples of which are to be disclosed and discussed at a Purveyor Workshop, the notice for which discloses such proposed action.

- (c) Nominations may be submitted at any time during the 60-day period defined by written notice by the District, provided that the nomination period shall not begin earlier than 120 days before the date the seat is to be filled. Nominations shall be submitted on the form provided by the District and shall be accompanied by the candidate's certification and statement of qualifications, which shall be limited to one page. Nominations received by the District after the specified deadline will be deemed invalid.
- (d) Prior to appearing on a ballot, a nominee for appointment as a director shall certify in writing (i) that he or she does not hold elective office, (ii) that he or she does not hold more than 0.5 percent ownership in a company regulated by the California Public Utilities Commission, (iii) that he or she lives or works within the District, and (iv) that he or she has a minimum of five years' experience in one or more positions materially responsible for performing services relating to the management, operations, engineering, construction, financing, contracting, regulation or resource management of a Public Water System. For purposes of subsection ii above, a candidate shall be deemed to "work within the District" if he or she is primarily and directly responsible for the operation or management of one or more components of a Public Water System which component(s) are physically located within the boundaries of the District.
- (e) A form of mail ballot containing all qualifying mailed nominations for each category to be filled at the election, and including a copy of the candidates' certifications and statements of qualifications, shall be distributed by the District by certified mail or FedEx to each entity eligible to vote in that category no later than 30 days prior to the scheduled election. A separate ballot shall be provided for each office to be filled. An affidavit signed by the responsible staff member stating that all eligible entities were sent a ballot shall be filed with the election information maintained by District. The mail ballot shall indicate that each eligible entity shall return the ballot as directed by the General Manager and that only those ballots physically received at the District's headquarters or postmarked on or prior to the close of business on the specified deadline shall be considered valid and counted. Ballots received after the specified deadline will not be counted.
- (f) Seats shall be filled by tabulation of the separate written ballots submitted for each category in which a Water Purveyor is eligible to vote. All ballots shall remain sealed until opened and tallied by the General Manager at a Purveyor Workshop. The election results shall be certified by the General Manager and the results of the election shall be reported within 7 days of the election by posting the results on the District's website.
- (g) In the event of a tie of successful candidates, a new ballot containing only the tied successful candidates shall be distributed by certified mail or FedEx to each entity eligible to vote in the relevant category. The new ballot shall indicate that each entity eligible to vote shall return the completed ballot as directed by the General Manager, and only those ballots physically received at the District's headquarters

or postmarked on or prior to the close of business on the date so designated shall be considered valid. The deadline date for return of the ballots shall be no earlier than 30 days nor later than 50 days after the ballots are distributed. In the event that there were only two original candidates, or if the second ballot also results in a tie, the successful candidate shall be chosen by a drawing conducted by the General Manager at a Purveyor Workshop.

- (h) If the selection of a director under these procedures would result in a violation of the restriction in Section 1.2 of these rules (Wat. C. §71267(c)(1)(C)), the first eligible candidate receiving the next highest number of votes shall be selected.
- (i) In order to ensure continuity of knowledge, the directors first appointed by the Purveyors, at the time they are seated, shall classify themselves by lot so that two of them shall hold office until the selection of their successors at the first succeeding purveyor selection and one of them shall hold office until the selection of his or her successor at the second succeeding purveyor selection. The first succeeding purveyor selection shall be scheduled to coincide with the term of office of the next directors to be publically elected, and the second succeeding purveyor selection shall be scheduled for two years thereafter. An appointed director may not serve more than one consecutive term of office on the Board, whether or not his or her initial term is for two years or four years.
- (j) The above deadlines shall apply in the original nomination and selection process, where the normal expiration of the term of office occurs, and when it is necessary to fill a position following a vacancy, including a vacancy occurring as a result of the application of Wat. C. § 71267(f); where there is a term of office remaining, nominations for the balance of the term shall be valid if received by the District within 60 days of notice by the District, and ballots shall be timely submitted within 30 days of the close of the nominations period, unless all Purveyors submit nominations or affirmatively decline to make a nomination within a shorter period of time.
- (k) Ballots are public information and shall be treated as public records within the meaning of Government Code §§ 6250 et seq.
- (l) An appointed Water Purveyor shall be subject to all applicable conflict-of-interest and ethics provisions and shall recuse himself or herself from participating in a decision that could have a direct material benefit on the financial interests of the director, please refer to Chapter 9, Directors' Code of Conduct.

1.5 Oath of Office

Terms of elected directors respectively begin and end at noon on the first Friday in December at the end or beginning of the term.

Terms for Appointed Water Purveyors respectively begin and end at noon on the fourth Friday in February at the end or beginning of the term.

Persons elected or appointed to serve as Director shall take the oath of office prior to assuming office. The Secretary shall administer the oath. Notwithstanding the forgoing, a Director, in addition to the mandatory oath administered by the Secretary of the District, may be sworn in by any other person selected by said Director in a ceremonial event.

The District will set a \$2,500 limit on the amount of funds that can be spent on Director installation ceremonies in a given election year.

1.6 Divisions

The District is divided into five divisions as shown on the Official Map of Division Boundaries on file at the Los Angeles County Registrar of Recorders. Each division is represented by one Director. Review and amendment of the District boundaries shall be conducted as required by Elections Code section 22000.

Appointed Water Purveyors serve at large and represent the entire service area.

Article 2 – Organization and Board Officers

2.1 General

The Board is organized as set forth in this Article.

2.2 Officers of the Board

The Board shall at its required reorganization meeting each January select the President and Vice President by motion. Only in the event the Board is unable to agree on the selection of officers in any given year, then the position of President shall be filled by the most senior member of the Board by a rotation process.

Persons shall be appointed to the position of Vice President in the same order for the period of time immediately preceding their appointment as President, only in the event the Board is unable to agree on the selection of a Director to serve as Vice President.

In the event a Director declines the position, that office shall fall to the Director next in line in the rotation. Under this default process of selection of officers, once the Director completes his/her full one year term as President or Vice President, he/she shall be placed at the bottom of the rotation list and all other Directors shall move up on the list.

As members leave the Board, the order of appointment shall be deemed modified by adding the names of new Board members at the bottom of the order of appointment, and deleting the name of the retiring member or members therefrom. Where the names of two or more new Board members are added to the order at the same time, their respective

positions on the order of appointment shall be determined based upon which person received the highest number of votes in the District election immediately preceding. Where the names of two directors at large appointed by purveyors are added at the same time, their respective positions on the order of appointment shall be established randomly by lot by the General Manager.

Notwithstanding any other provisions of this section, by the affirmative vote of not less than five members of the Board, any or all provisions hereof may be suspended, and any member of the Board may be appointed to the position of President or Vice President for a fixed or indeterminate term or terms.

In the event the Board does not appoint officers during the required reorganization meeting in January, the Board shall select the President and Vice President at a properly noticed District Board meeting once within such calendar year.

The Board also may elect one of its members to the posts of Secretary and Treasurer or may select an employee to perform those functions.

The Board shall at its required reorganization meeting each January discuss its representatives to the Metropolitan Water District of Southern California (MWD) Board of Directors and retain or make changes to its appointments at that time. It should be noted that changing the District's MWDSC representatives can be made at any time at a properly noticed District Board meeting.

In addition, the Board shall at its required reorganization meeting each January designate the Chairperson, Vice Chairperson, and confirm all other required officers to the Central Basin Municipal Water District Financing Corporation.

Article 3 – Powers and Duties

3.1 Powers Vested in the Board of Directors

Powers of the District shall be vested in the Board except for powers delegated to the committees and the General Manager in this Code.

3.2 General Duties of the Board of Directors

The Board will govern with an emphasis on outward vision, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, and clear distinction of Board and general manager goals. The Board will direct, control and inspire the organization through the careful establishment of broad written policies and the continuous development of strategic policy-based leadership initiatives.

The Board's major policy focus will be on intended long-term impacts of the organization, not on the administrative or programmatic means of attaining those effects.

The Board shall:

- (a) Assure the District is well managed.
- (b) Assure the District is responsive to the interests of constituents, including but not limited to those residing within the District's boundaries, water purveyors and other interested parties and customers.
- (c) Comply with all Federal and State laws and regulations.
- (d) Insist that critical and strategic information to make decisions is available in a timely manner.
- (e) Assist employees by assessing issues from a broader perspective, providing outside perspective and guidance.
- (f) Safeguard the assets of the District.
- (g) Determine the objectives and policies of the District.
- (h) Select the officers, General Manager, Auditor and General Counsel.
- (i) Assure District policies meet objectives.
- (j) Check on results and review policies.
- (k) Establish policies to provide for the effective conduct of meetings.
- (l) Approve and adopt the annual budget and amendments.

3.3 Duties and Role of Board Officers

Board Members have legal authority only when acting as a unit at scheduled meetings. Individual Members of the Board have no independent authority. It is the duty of all Members of the Board to obey the law and rules, and to obey and execute all lawful orders of the body. It is expected that all Board members conduct themselves in an orderly and civil manner at Board meetings when addressing their fellow Board members, District staff, constituents and other members of the public. It shall be the responsibility of the President to request compliance with this rule of orderly conduct.

The following duties are delegated to officers as indicated:

- (a) The President may make and second motions and may participate and vote in all proceedings. The President shall know parliamentary law and procedure and the organization's rules and bylaws.

The President shall:

- (1) Preside over all meetings of the Board.
 - (i) Have final approval on the contents of the agendas for all regular, special and emergency meetings of the Board.
 - (ii) Open the meeting at the appointed time and determine that a quorum is present.
 - (iii) Announce each item on the agenda.
 - (iv) Call for motions.
 - (v) Call for public participation.
 - (vi) Determine questions of order and enforce rules of decorum and discipline.
 - (vii) Ensure Directors have an equal opportunity during discussion. The President may be involved in discussion, but to no greater extent than other Directors.
- (2) Appoint members to committees of the Board of Directors and assign chairperson responsibilities, and announce the committee and chairperson appointments at the next regular Board meeting after making such appointment. If the President does not make appointments as required by this section, the Board shall have the authority to make such appointments, by a majority vote, at a regular meeting of the Board. The authority provided by this section does not vest with the President the power to disband any standing committee or ad hoc committee established by the Board or cancel any meeting of any standing committee or ad hoc committee created by the Board. However, the President does have the power to disband and cancel meetings of any ad hoc committee created solely by action of the President.
- (3) Set the time and place for any special meeting of the Board of Directors.
- (4) Adjourn meetings of the Board of Directors.
- (5) Represent the District in public ceremonies.
- (6) Serve as public spokesperson of the District and express the approved policy of the District when called upon to do so.

(b) The Vice President shall:

Perform all the duties of the President during the temporary or permanent absence of the President.

(c) The Secretary shall:

- (1) Record the actions of the Board.
- (2) Prepare agendas and minutes.
- (3) Receive documents addressed to the Board.
- (4) Attest to the signature of the President on documents.
- (5) Certify resolutions and minutes.
- (6) Maintain records and documents of the District.
- (7) Publish and post notices.
- (8) Maintain custody of District seal.
- (9) Receive and file statements with the Fair Political Practices Commission or designate other personnel to receive and file these statements as required by law.
- (10) Administer the oath of office to Directors.
- (11) Call meetings to order in the absence of the President and Vice President and preside until an acting President is selected.
- (12) Adjourn meetings in absence of a quorum.
- (13) Attend committee meetings, schedule meetings, prepare agendas, minutes and reports.
- (14) When the Secretary is unavailable or otherwise engaged, the above-listed tasks can be performed by the Deputy Secretary.
- (15) State the motion and announce passage or failure.

- (d) The Treasurer shall:
- (1) Deposit, manage and invest the District money under the terms of the current approved District Investment Policy, with approval of the General Manager.
 - (2) Certify that checks presented for Board approval in payment of obligations of the District are correct and supporting documents available.
 - (3) Review and present monthly investment and disbursement reports, budget comparative and financial status reports to the Board.
 - (4) Co-sign disbursement vouchers when required.
 - (5) When the Treasurer is unavailable or otherwise engaged, the above-listed tasks can be performed by the Deputy Treasurer.

3.4 Duties and Roles of Representatives to the Metropolitan Water District

The Directors appointed by the Board as MWD Representatives shall at all times represent the interests of the District. On occasion, the position of the District may be established and the vote to be cast directed by a majority vote of the Board.

3.5 Directors' Requests for Staff Assistance

The Board shall provide guidance and instruction to the General Manager at public meetings. Individual Directors shall not instruct the General Manager in the execution of his powers and duties. Except for the purpose of inquiry, the Board and individual Directors shall interact with the District employees, leased workers, and/or independent contractors solely through the General Manager and shall not give orders to any employees, leased workers and/or independent contractors of the General Manager.

- a. All requests will receive the prior review and approval of the General Manager's office. The General Manager has the exclusive responsibility for directing the activities of District staff.
- b. District staff will make every effort to respond, in a timely and professional manner, to all requests made by individual Directors for information or assistance, provided that, in the judgment of the General Manager the request is not of a magnitude, either in terms of workload or policy, which would require that it more appropriately be assigned to staff through the approval of the entire Board.
- c. The following guidelines should be considered when making this judgment:

1. The request should be specific and limited in scope so that staff can respond without altering other priorities and with only minimal delay to other assignments.
 2. The request should only impose a "one-time" work requirement, as opposed to an on-going work requirement.
 3. The request should be within the scope of regular duties of the department.
 4. The request is not deemed by District's legal counsel as confidential in nature.
 5. The response to the request should not require a significant allocation of staff resources (generally defined as consisting of more than one staff person, or a single staff person working on the issue in excess of one (1) hour).
- d. The following outlines the internal procedures that will be followed for requests by Directors for staff assistance on obtaining documentation.
1. Directors may submit requests for documentation and/or general inquiries to the General Manager for review, approval and transmittal to the appropriate senior manager for response.
 2. All requests for confidential materials or information (i.e., litigation related documents, other protected written materials) must uniformly be made available equally to all Directors, except where the General Counsel determines that access will be a conflict for one or more Directors in any specific case. Confidential litigation files shall only be made available and reviewed during closed sessions and shall not be copied or reproduced under any circumstance. Confidential personnel files shall only be released in accordance with the provisions of Section 5.1. However, pursuant to Government Code section 6252.5, an elected member or officer of any state or local agency is entitled to access to public records of that agency on the same basis as any other person. Nothing in this section shall limit the ability of elected members or officers to access public records permitted by law in the administration of their duties.
 3. The senior manager shall make every effort to respond in a timely manner.

3.6 Compensation

Directors shall be compensated in accordance to the "Compensation to Directors for Attendance at Meeting," in the Directors' Code of Conduct. For Metropolitan Water District Representatives, please refer to "Metropolitan Water District Representatives Approved Meetings" in the Directors' Code of Conduct.

An appointed Water Purveyor shall be eligible for all of the following:

- (a) Reimbursement for travel and conference expenses, refer to Chapter 9, Directors' Code of Conduct;
- (b) Compensation for up to 10 meetings per month at the per meeting rate, refer to Chapter 9, Directors' Code of Conduct; and
- (c) Health insurance benefits, if those benefits are not provided by the appointed director's employer, refer to Chapter 8, Directors' Benefits and Payroll.
- (d) An appointed director shall not be eligible to receive communication or car allowances. For purposes of this paragraph, "car allowances" does not include travel expenses incurred as described in section 3.6 (a) above.
- (e) An appointed director may waive the reimbursement and compensation described in section 3.6 (a) and (b) above, and may be required to reimburse his or her employer for any compensation received.

Article 4 – Meetings and Minutes

4.1 General

- (a) Meetings of the Board and committees shall be open to the public and shall proceed in accordance with the requirements of the Ralph M. Brown Act. No action shall be taken by secret ballot at a meeting.
- (b) The following terms are defined for this article: "Meeting" shall have the same meaning as defined in Government Code Section 54952.2, but shall not apply to individual contacts between members and others means attendance at a conference or similar gathering open to the public involving discussions of issues of interest to the public generally by public agencies specifically; attendance at open and publicized meetings addressing topics of community concern by someone not associated with the District; or attendance at social or ceremonial events as well as any other circumstances referenced in Government Code Section 11122.5(c). "Member" means a Director or a member of a committee.
- (c) Regular meetings of the Board and meetings of committees shall be held within the District, except: to comply with state or federal law or court order; to inspect real property or personal property which cannot be moved; to meet with another public agency at the other agency on multi-agency matters; to discuss legislative or regulatory matters with state or federal officials; to discuss matters relating to a District facility in the facility; and to consult with legal counsel at counsel's office if so doing will result in a reduction in legal fees associated with the meeting.

- (d) The Secretary shall provide each Board member a copy of the Administrative Code. Each Board member is expected to review the Administrative Code and be familiar with its contents.

4.2 Regular and Special Meetings

- (a) The Board shall hold regular meetings on the fourth Monday of each month at the hour of 10:00 a.m. at the District's headquarters at 6252 E. Telegraph Road, Commerce, California 90040. A regular meeting may be adjourned by the Board or by the Secretary if less than a quorum to another time. An adjourned regular meeting is a regular meeting if held within five days of the regular meeting. If the adjourned meeting is held more than five days after the regular meeting, a new agenda shall be posted. When the fourth Monday of the month is a holiday, the Board meeting shall be held on the Tuesday immediately following the holiday, beginning at 10:00 a.m. When the fourth Monday of December falls between December 25 and December 31, the Board shall hold its regular meeting on the third Monday of December at 10:00 a.m. All notices of the agenda for the meetings shall prominently state the date and time for the meetings.
- (b) Special meetings may be called by the President or by a majority of the members of the Board as permitted by Government Code section 54956. Directors shall be notified of special meetings by the Secretary. The call and notice shall be posted at least 24 hours prior to the special meeting at the District Headquarters.
- (c) An emergency meeting may be called by a majority of the Board pursuant to Government Code section 54956.5 without twenty-four hour notice or posting of an agenda if necessary due to disruption or threatened disruption of District facilities by work stoppage, crippling disaster or other activity severely impairing public health or safety as determined by a majority of the members.
- (d) Each committee may establish a time and place for regular meetings and may call special meetings in the same manner as the Board.

4.3 Record of Proceedings

- (a) The Secretary shall record minutes showing action taken by the Board in open session and by each committee. The minutes shall be available for public inspection after approval. If meetings are recorded on audio or video media, the recording shall be available for public inspection on a device provided by the District until it is erased. After approval of the meeting minutes, the Secretary can erase the audio and video recording for that meeting. Available video recordings of regular Board meetings should be made available online to the general public for at least a year after each meeting took place.

- (b) Any person attending an open meeting may record the proceeding on audio or video media unless the Board finds the recording cannot continue without noise, illumination or obstruction of view constituting a persistent disruption of proceedings.

4.4 Rules of Conduct

- (a) A majority of the total number of members comprising the board as required required by statute shall constitute a quorum for the transaction of business; however, no ordinance, motion, or resolution shall be passed to become effective without the affirmative vote of a majority of the members of the board (Water Code Division 20 Part 3 Chapter 2 Article 1 Section 71274). Roll call shall be taken if requested by a Director. Ordinances shall be adopted on a roll call vote.

Notwithstanding Water Code Division 20 Part 3 Chapter 2 Article 1 Section 71274 Section 712474, no ordinance, motion, or resolution relating to the ethics, compensation, or benefits of the members of the Central Basin Municipal Water District board of directors shall be passed or become effective without the affirmative votes of two-thirds of the members of the board (Water Code Division 20 Part 11.6 Central Basin Municipal Water District Section 72770).

- (b) Committees shall adopt rules of order appropriate to their work.
- (c) If a meeting is willfully interrupted so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of the disruptive individuals, the Board may order the meeting room cleared and continue in session. Journalists who are not involved in the disturbance must be permitted to attend the continued session except for closed session. Only matters appearing on the agenda may be considered in such a session. The Board may establish a procedure for readmitting individuals not responsible for disturbing the meeting.
- (d) The Board shall not prohibit public criticism of the policies, procedures, programs or services of the District or of the acts or decisions of the Board. However, no privilege or protection is conferred for expression not otherwise provided by law.
- (e) Directors shall conduct themselves in a respectful manner at all times during Board and Committee meetings, and act civilly when engaging with the public, staff or fellow Directors. Directors shall be prompt in arriving at meetings and be familiar with the items on the posted agenda to enable efficiency in the conduct of the meeting. The Director who makes a motion will be entitled to speak first. Every Director will have the right to speak in

any debate with the President alternating between other Directors to permit a balance in the debate or discussion. All discussion shall be related to the pending motion without any reference to any unrelated matter, avoiding any personal attacks on another Director, manager or employee of the District, or any member of the public addressing the issue. If there are any questions by any Directors, they shall be directed to the President for his/her response or invitation to a manager to respond. When a Director does not support an item approved by the Board in open session, the Director shall limit his or her comments to only those comments stated on the record as to why the Director did not support the decision.

4.5 Agenda

- (a) Board and Committee Meetings shall be prepared in accordance with the Ralph M. Brown Act. At least seventy-two hours before a regular meeting or at least twenty-four hours prior to a special meeting, the Secretary shall post an agenda containing a brief, general description of each item of business to be transacted or discussed at the meeting, including the items to be discussed in closed session. The posting shall be freely accessible to the public.
- (b) The agenda for all meetings shall include the opportunity for the public to address the Board prior to taking action. The agenda for regular and adjourned regular meetings shall include the opportunity for the public to address the Board on matters within the jurisdiction of the District but not on the agenda.
- (c) No action shall be taken on matters not on the posted agenda, except members may briefly respond to statements made or questions posed during public comment; request clarification; provide a reference to employees or other resources for factual information; request employees to report at a subsequent meeting. A member of the Board, or the body itself, subject to rules or procedures of the District, may direct the General Manager or the appropriate District staff to place a matter of business on a future agenda. Notwithstanding the foregoing, nothing contained in the Administrative Code shall prohibit the President from calling a special meeting of the Board and placing an item or items on the agenda of the special meeting without majority approval of the Board and provided all requirements of the Brown Act, Government Code section 54950, et seq., are met.
- (d) The Board may add matters to the agenda upon a majority finding that an emergency exists or on at least a two-thirds vote finding there is a need to take immediate action arising subsequent to the posting of the agenda.

- (e) Any Director may introduce, during the presentation of Directors Comments, in writing a new motion to be placed on the agenda for the next regular meeting.
- (f) The agenda shall describe matters to be discussed in closed session in substantially the form as required under Chapter 9, Part 1 of Division 2 of Title 5 of the Government Code, including but not limited to:
 - (1) For closed session under Government Code Section 54956.7: "License/Permit Determination."
 - (2) For closed session under Government Code Section 54956.8: "Conference with Real Property Negotiator (property identity, negotiating partner, subject of negotiation)."
 - (3) For closed session under Government Code Section 54956.9: "Conference with Legal Counsel – Existing Litigation (name of case unless disclosure would jeopardize service or settlement);" or "Conference with Legal Counsel – Anticipated Litigation (potential case name)."
 - (4) For closed session under Government Code Section 54956.94: "Liability Claims (name of claimant)."
 - (5) For closed session under Government Code Section 54957: "Threat to Public Services or Facilities (name of law enforcement agency and title of officer);" or "Public Employee (specify position);" or "Public Employee Performance Evaluation (specify position);" or "Public Employee Discipline/Dismissal/Release."
 - (6) For closed session under Government Code Section 54957.6: "Conference with Labor Negotiator (name of agency representative and employee organization or unrepresented employee)."
- (g) Meetings to consider new or increased general tax or assessment shall be preceded by at least forty-five days notice as specified by law.

4.6 Closed Sessions

- (a) The Board may conduct a closed session to consider any action as permissible under Chapter 9, Part 1 of Division 2 of Title 5 of the Government Code, including but not limited to:
 - (1) A license or permit determination;
 - (2) Property acquisition or disposition by eminent domain or otherwise;

- (3) Existing or anticipated claims or litigation;
 - (4) Threats to public services or facilities;
 - (5) The appointment, promotion or job performance of employees;
 - (6) Complaints or charges levied against an employee;
 - (7) To instruct negotiators concerning employee labor negotiations;
 - (8) Audit by bureau of state audits;
 - (9) Purchase or sale of pension fund investments;
 - (10) Employees early withdrawal of deferred compensation plan funds;
- or
- (11) To discuss a claim for payment of tort liability losses where the District is a member of a Joint Powers Authority.
- (b) The Board shall avoid taking action in closed session unless otherwise provided by law. Action may be taken in closed session when necessary to avoid prejudice to the District. Action taken in closed session and the vote, abstention or absence of each member shall be publicly reported as required under Chapter 9, Part 1 of Division 2 of Title 5 of the Government, including but not limited to:
- (1) A real estate agreement shall be reported when accepted by adverse parties. If final approval rests with the other party to the negotiations, the District shall disclose the approval and the substance of the agreement upon inquiry when the other party informs the District of approval.
 - (2) Approval given to general or outside counsel to defend, initiate or intervene, or seek or refrain from seeking appellate review or relief, or to enter as an amicus curiae in litigation shall be reported at the meeting when the closed session is held. The report shall identify, if known, the adverse party or parties and the substance of the litigation. The announcement shall identify the action, the defendants, or other particulars once an action is formally commenced, unless it would jeopardize the District's ability to serve process or would jeopardize settlement negotiations.

- (3) Approval given to general or outside counsel for a settlement of pending litigation shall be reported after the settlement is final. If final approval rests with another party or with the court, the District shall disclose the approval, and identify the substance of the agreement when the settlement becomes final.
 - (4) Disposition of claims discussed in closed session shall be reported in the same manner as pending litigation.
 - (5) Action taken to appoint, employ, dismiss, accept the resignation, or otherwise affect the employment status of a public employee shall be reported at the public meeting when the closed session is held. The report shall identify the title of the position and specify any change in compensation. However, a report of dismissal or of nonrenewal of an employment contract shall be deferred until the first public meeting following the exhaustion of the employee's administrative remedies.
 - (6) Approval of an agreement concluding labor negotiations shall be reported after the agreement is final and has been accepted or ratified by the other party. The report shall identify the item approved and the other party or parties to the negotiation.
 - (7) Pension Fund investment transaction decisions made pursuant to section 54956.81 shall be disclosed at the first open meeting of the Board held after the earlier of the close of the investment transaction or the transfer of pension fund assets for the investment transaction.
- (c) Reports required by this section may be oral or written. The Board shall provide the report and copies of approved documents to persons who have submitted a written request to the Board within twenty-four hours of the posting of the agenda, or to persons who have made a standing request for all documentation as part of a request for notice of meetings, if the requester is present at the time the closed session ends. If the action results in substantive amendments to the related documents requiring retyping, the documents need not be released until the retyping is completed during normal business hours. The president shall orally summarize the substance of the amendments for the benefit of the document requester. The documentation shall be available on the next business day following the meeting, or, in the case of substantial amendments, when necessary retyping is complete.
- (d) After completing a closed session, the General Counsel shall prepare a confidential memorandum stating the purpose of the closed session and the action taken. This memorandum is confidential and shall be filed in the office of the General Counsel. In addition to the foregoing, prior to reconvening

from closed session into open session, the General Counsel (or the General Manager in the absence of General Counsel) shall summarize the action taken or direction given in closed session, if any, and inform the Board what will be reported out in public from closed session.

- (e) Pursuant to Government Code section 54963, a person or a Board member may not disclose confidential information that has been acquired by being present in a closed session authorized by Section 54956.7, 54956.8, 54956.86, 54956.87, 54956.9, 54957, 54957.6, 54957.8, or 54957.10 to a person not entitled to receive it, unless the legislative body authorizes disclosure of that confidential information. For purposes of this section, “confidential information” means a communication made in a closed session that is specifically related to the basis for the legislative body of a local agency to meet lawfully in closed session under this chapter.

All Board members and District staff shall be trained on the requirement of confidentiality set forth in Government Code section 54963.

Violation of this section shall be addressed promptly by the Administration and Finance Committee by the use of such remedies as are currently available by law, including, but not limited to:

- (1) Injunctive relief to prevent the disclosure of confidential information prohibited by this section.
- (2) Disciplinary action against any employee or Director who has willfully disclosed confidential information in violation of this section.
- (3) Referral of any Director who has willfully disclosed confidential information in violation of this section to the Los Angeles County Grand jury and Los Angeles District Attorney.
- (4) Other appropriate actions that may be warranted, including but not limited to legal action, censure, and removal from one or more committee assignments.
- (5) Before taking any action and as part of the consideration, the Administration and Finance Committee shall provide the person under investigation with an opportunity to meet with it or a subcommittee appointed by it, and present reasons and evidence why action should not be taken.

4.7 Minutes

- (a) The Secretary shall prepare written minutes of each meeting reflecting all actions taken by the Board, the disposition of all items on the agenda,

specific statements of Directors requested by them to be included when related to reasons for voting in a specific manner, and matters requested by a Director to be included as an agenda item for the current or future meeting. The number and title of all ordinances and resolutions shall appear in the minutes.

- (b) Written minutes must be approved by the Board, signed by the President, attested by the Secretary, and affixed with the District's Corporate Seal. The original copies of all minutes will be maintained in the minute books permanently maintained by the Secretary.

4.8 Brown Act and Water Code to Control

In the event of any inconsistencies between the provisions of this Administrative Code and the language and rules expressed in the Brown Act, Government Code section 54950, et seq., California Water Code Water Code Division 20 Part 3 Chapter 2 Article 1 Section 71274 and California Water Code Division 20 Part 11.6 Central Basin Municipal Water District Section 72770; the law as found in the Brown Act or the Water Code shall control and govern the manner in which meetings of the Board are called and conducted.