



BOARD OF DIRECTORS POLICIES AND PROCEDURES

Adopted: July 1, 2020
Amended: February 17, 2021
February 1, 2023
November 1, 2023
April 16, 2025

CONTENTS

1. ADOPTION; SUPERSESSION	2
2. POLICY	2
3. BOARD OF DIRECTORS	2
4. GENERAL COUNSEL.....	6
5. GENERAL MANAGER.....	7
6. MEETINGS OF THE BOARD OF DIRECTORS	8
7. COMMITTEES.....	12
8. RECORD OF PROCEEDINGS (MINUTES).....	14
9. DIRECTOR COMPENSATION	14
10. DIRECTOR COMMUNICATIONS	14
11. DISTRICT BUDGET	15
12. DIRECTOR TRAVEL AND EXPENSE REIMBURSEMENT (Gov. Code § 53232 <i>et seq.</i>)..	16
13. DAYS OF SERVICE (H&S Code § 6489; Gov. Code § 53232 <i>et seq.</i>).....	21
14. BOARD OF DIRECTORS RELATIONSHIP WITH THE PUBLIC.....	21
15. USE OF CONFIDENTIAL INFORMATION.....	22
16. CONFLICTS OF INTEREST	22
17. PROVIDING FOR DEFENSE OF DIRECTORS, EMPLOYEES AND FORMER EMPLOYEES.....	23
18. BOARD OF DIRECTORS RELATIONSHIP WITH GENERAL MANAGER.....	23
19. BOARD OF DIRECTORS RELATIONSHIP WITH STAFF	24
20. ANTI-DISCRIMINATION, HARASSMENT, BULLYING AND RETALIATION.....	24
21. COMPLIANCE AND ENFORCEMENT	31

22. CONFLICT WITH LAW.	33
-----------------------------	----

1. ADOPTION; SUPERSESSION

This set of Policies and Procedures is adopted by the Board for the purpose of consolidating, amending, and superseding the following Board policies of the West County Wastewater District: (1) Board Policies and Procedures dated February 17, 2021; (2) Board Ethics Policy dated November 1, 2017; (3) Board Days of Service Resolution 2021-2; (4) Board Travel Policy dated September 18, 2019; and (5) Providing for Defense of Directors, Employees and Former Employees Policy dated April 6, 2022. The above mentioned policies are superseded and rescinded as of the Effective Date of these Policies and Procedures.

2. POLICY

The Board of Directors of West County Wastewater District ("WCW") is committed to providing excellence in leadership and the highest quality service to its constituents. The Board is further committed to ensuring that its constituents and members of the public may be informed of the Board's business, operations, and policies, and may meaningfully remain involved in the open governance process. Open meetings and ethical guidelines help increase the public trust and confidence in public entities and will increase public awareness and knowledge. The following policies, roles, responsibilities, and procedures, will be observed in order to implement these goals. Unless the provisions of these Policies and Procedures are required pursuant to WCW's enabling legislation or other applicable law (i.e., the Brown Act), the Board of Directors may waive any provision herein by action or by motion approved by a majority of the voting Directors.

3. BOARD OF DIRECTORS

3.1. General

3.1.1. The Board of Directors is the governing body of WCW. (H&S Code § 6481). The legal responsibilities of the Board of Directors are set forth by applicable state and federal laws, rules and regulations, and any policies the Board may adopt that hold Directors to standards of conduct above and beyond what is required by law. This policy is written with the assumption that Directors, through training, education and experience, are aware of their legal and ethical roles and responsibilities as elected officials.

3.1.2. The role of the Board of Directors is to act as a legislative and quasi-judicial body. Through its legislative and policy authority, the Board is responsible for assessing and achieving the community's desires for its present and future wastewater management and for establishing policy direction to achieve its desired outcomes.

3.1.3. Directors fulfill their role and responsibilities through the relationships they have with each other, with staff and with the public. Directors should approach their work, each other, staff, and the public, in a manner that reflects ethical behavior, honesty, and integrity. The commitment of Directors to their work is characterized by open constructive communication and creative problem solving.

3.2. Responsibility of the Board

The responsibilities of the Board of Directors include but are not limited to:

BOARD OF DIRECTORS POLICIES AND PROCEDURES

Page 3

3.2.1. Governing WCW in accordance with applicable local, state and federal laws, rules, and regulations, in the best interests of its customers;

3.2.2. Attending duly scheduled meetings of the Board;

3.2.3. Developing WCW's mission;

3.2.4. Directing WCW policies;

3.2.5. Informing and adopting WCW's master plan, strategic plan, and other planning documents;

3.2.6. Overseeing WCW's finances by establishing financial policies, reviewing financial studies and reports, approving fees, rates, approving major expenditures and charges, and adopting WCW's budget;

3.2.7. Appointing and directing the General Manager.

3.2.8. Appointing and directing General Counsel. The Board may provide direction to the General Counsel.

3.3. Seating of Directors and Administration of Oath

3.3.1. Directors take office at noon on the first Friday in December following the election or following the appointment of a new director to a vacant seat on the Board. (Elec. Code § 10554). Prior to taking office, the Secretary to the District/District Clerk ("District Clerk") (or another person designated by the District Clerk who is authorized to administer oaths) shall administer the required oath of office either in person or virtually, and each director shall sign the oath of office, which will remain on file with the District Clerk. (Elec. Code § 10554; Gov. Code § § 1360 & 1363).

3.4. Quorum Requirements

3.4.1. WCW's Board of Directors is composed of five publicly-elected or appointed members. (See H&S Code § 6480). The presence of three members of the Board constitutes a quorum and is necessary for the transaction of WCW business.

3.4.2. If a quorum of the Board of Directors is not present at a scheduled meeting, then the members in attendance may adjourn the meeting until such a time as a quorum can be present. (Gov. Code § 54955). If all Directors are absent, the District Clerk may adjourn the meeting to a stated date, time and place in accordance with Government Code § 54955.

3.4.3. If a quorum is present at a meeting and a vote is taken, the affirmative vote of a majority of those voting is required for a motion to carry, unless otherwise required by law (e.g. adoption of fees, rates, and charges requires two-thirds vote of all members of the legislative body under Health & Safety Code Sections 5470 et seq.).

3.5. President

3.5.1. The President or, when absent, the Vice President shall be the presiding officer at all regular, special, and emergency meetings of the Board.

- (a) The presiding officer shall take the chair at the hour appointed for the meeting and shall call the Board to order.
- (b) In the absence of the President or Vice President, the District Clerk shall call the Board to order, at which time, a temporary presiding officer will be selected by the Board members present. Upon arrival of the President or Vice President, the temporary presiding officer shall relinquish the chair upon the conclusion of the item of business that was before the Board prior to the arrival of the Board President or Vice President. (H&S Code § 6488).

3.5.2. The President has a vote but no veto powers and may move an item for approval, second motions, and debate from the chair.

3.5.3. The President shall:

- (a) Preserve order and decorum at all meetings of the Board.
- (b) Call for the vote, or call upon staff to call for the vote (e.g. for roll-call votes).
- (c) Decide all questions of order, subject, however, to an appeal by the Board or any Board member, in which case a majority vote of the Board present and voting will govern. The President may also appoint another member of the Board or the General Counsel to serve as meeting parliamentarian.
- (d) Declare the opening and closing of public hearings.
- (e) Rule any motion on a subject not properly on the agenda as out of order, in which case the motion will be void.
- (f) Rule any speaker out of order, terminate any communication with the Board from a member of the public, declare a recess in order to establish order to any regular, special, or emergency meeting, and/or direct the removal of any member of the public who disrupts a public meeting of the Board, in accordance with law or the procedures set forth in Section 6.9.4 of these policies.
- (g) Exercise any other powers and duties prescribed by law, rule, regulation, ordinance, or otherwise conferred by the Board to the President.
- (h) With the consent of a majority of the Directors present at the meeting, set time limits on Board discussion of any matter.

- (i) Recommend Board members for appointment to any regular or ad hoc committee, which recommendation will be subject to the approval of the Board.
- (j) Sign all contracts, deeds, warrants, releases, receipts, ordinances, resolutions and other documents, to be countersigned by the Secretary to the District/District Clerk, unless such authority is duly delegated to the General Manager or other WCW officer or employee. (H&S Code § 6487).
- (k) Coordinate with the General Manager on setting each Board meeting agenda.

3.6. Vice President

3.6.1. The Vice President is a Director duly elected or appointed to the Board.

3.6.2. While serving, the Vice President will have a vote but no veto powers and may move an item for approval, second motions, and debate any question before the Board.

3.6.3. The Vice President shall:

- (a) Serve as the Board's presiding officer in the absence of the President unless a majority of the Board present and voting selects another Director to serve as its temporary presiding officer. (H&S Code § 6488).
- (b) Perform all other duties of the President if the President is absent or otherwise unavailable to perform the President's duties.
- (c) Perform such other duties authorized by the Board of Directors.

3.7. Election of President and Vice President

At the second regular meeting of the Board of Directors in December each calendar year, as a last action item on the agenda, the members of the Board will elect a President and Vice President who will assume their duties immediately upon election.

- (a) The President and Vice President will serve for a period of one year or until their successors are selected.
- (b) The President and Vice President may be removed from office at any time by the affirmative vote of three members of the Board of Directors at which point the Board will conduct a new election for President and/or Vice President.

3.8. Directors

3.8.1. Directors are expected to attend all regular, special and emergency meetings of the Board. For any meeting that a Director attends remotely, the Director shall attend by video, unless excused for good cause by the President. Directors are expected to be on time to meetings.

3.8.2. Directors shall thoroughly prepare themselves to discuss agenda items at all meetings they attend. If Directors have questions or concerns about an agenda item, they should contact the General Manager, in advance of the meeting so the General Manager may be fully prepared to respond to questions at the meeting. Directors may contact General Counsel with legal related questions in coordination with the General Manager. Matters related to the General Manager employment terms and conditions should be directed to the Board President or General Counsel as appropriate.

3.8.3. It is essential for Directors to attend regular Board meetings and meetings of committees to which they are assigned. If a Director is unable to attend a meeting, the Director must notify the General Manager and Board President. If a Director misses three or more regular Board meetings or meetings of committees to which they are assigned in a twelve-month period without justification, the Board President or any Director may initiate disciplinary proceedings under the Compliance and Enforcement provisions of this Policy.

3.8.4. Directors are entitled to fully participate in all discussions of WCW business at each Board meeting they attend. Each Director will have only one vote on every item of business before the Board. No proxies are allowed.

3.8.5. Directors shall maintain the confidentiality of all privileged information received from the General Manager, General Counsel and any other source and shall not share, transmit or reveal any such information without the consent of the entire Board then in office and no Director may take any action that could result in the waiver of privilege.

3.8.6. Generally, Directors shall direct questions and requests for information to the General Manager. Directors may direct questions and requests for information to the Deputy General Manager or Department Heads, with copy to the General Manager. The General Manager will handle requests in accordance with Section 5.3.6 of these Policies & Procedures. This Policy recognizes the practical reality that some level of direct incidental communications between staff and Directors is inevitable. For example, the District Clerk may need to contact Directors to schedule meetings, deliver documents or provide information. Directors and staff who may attend the same social gatherings might exchange pleasantries or engage in conversations of a social nature. Such incidental communications between Directors and staff are expected and permissible. However, discussions between Directors and staff regarding substantive matters relating to the business of WCW should be routed through the General Manager.

3.8.7. Directors may make individual requests for legal advice from the General Counsel on matters pertaining to WCW business.

4. GENERAL COUNSEL

The General Counsel serves at the will of the Board. The role and responsibility of the General Counsel is as follows:

- 4.1. The General Counsel is the chief legal officer of WCW. Although individual Directors may make requests from the General Counsel on matters pertaining to WCW business, the General Counsel's client is WCW as a whole and not any single Director or member of staff.

- 4.2. The General Counsel may, where appropriate, appoint a designee to act in their stead.
- 4.3. If the General Counsel is a member of a firm, they may designate other members of the firm to perform specific assignments but shall remain responsible for the quantity and quality of all legal work performed by the firm. The Board should enter into an employment agreement or a contract defining the scope of services and outlining the terms and conditions for total compensation.
- 4.4. The General Counsel is responsible for advising the Board, the General Manager, and staff on all legal matters related to WCW business. Advice provided by the General Counsel to the Board and staff shall, whenever feasible, be first discussed with the General Manager.
- 4.5. The General Counsel shall attend all regularly scheduled meetings of the Board of Directors unless excused by the General Manager.
- 4.6. The General Counsel may attend special meetings, committee meetings, or closed sessions at the request of either the Board President, Committee Chair, or the General Manager.

5. GENERAL MANAGER

The role and responsibility of the General Manager is as follows:

- 5.1. The General Manager is the executive officer responsible for administering Board policies, directing WCW operations, providing day-to-day supervision of WCW employees and control WCW of expenditures subject to the consent and the policies, restrictions and directions provided by WCW's Board of Directors.
- 5.2. The General Manager, where appropriate, may appoint a designee to act in their stead.
- 5.3. The General Manager's responsibilities include, but are not limited to, the following:
 - 5.3.1. Preparing the agenda for each Board meeting, in collaboration with the Board President, attending all Board meetings (unless excused by the President) and participating in deliberations of the Board as required or as the Board may request.
 - 5.3.2. Bringing to the attention of the Board matters requiring or deserving its consideration.
 - 5.3.3. Reporting to the Board situations of legal risk which come to the General Manager's attention in coordination with WCW legal counsel as appropriate. Such reporting shall to the maximum extent permitted by law be in closed session.
 - 5.3.4. Keeping the Board as continuously apprised as possible on the progress of matters and programs in WCW.
 - 5.3.5. Executing Board decisions and reporting back directly to the Board on progress.
 - 5.3.6. Managing communications and requests between the Board and staff.

- (a) When Directors ask questions or make individual requests for information, it is the responsibility of the General Manager to determine to which staff the request will be assigned.
- (b) Staff will report the requested information or provide the work product to the General Manager and the General Manager will prepare a response to the Board.
- (c) If the requested information or task will result in an excess of WCW resources, either staff time or direct expenses, the request must be authorized by majority of the Board by the addition of a request to add to a future agenda item.

5.3.7. Managing communications and requests for legal advice from the General Counsel.

- (a) The General Counsel, in consultation with the General Manager, will determine whether the legal advice should be provided to the Board via a closed session, a confidential memorandum, or at a public meeting.
- (b) If the requested legal information or task will result in an excess of WCW resources, either staff time or direct expenses, the request must be authorized by a majority of the Board by the addition of a request to add to a Future Agenda Item. The Board shall have final authority to determine whether to direct the General Counsel to provide the advice.

5.3.8. Such additional responsibilities as they may have under their employment agreement.

6. MEETINGS OF THE BOARD OF DIRECTORS

6.1. Agendas

The General Manager and appropriate staff shall prepare an agenda for each Board meeting.

6.2. Conduct of Meetings

6.2.1. All meetings and business of the Board of Directors shall be conducted in compliance with the requirements of the Brown Act and other applicable provisions of law. If any provisions of this policy are found to be in conflict with the terms and provisions of the Brown Act, or other applicable provisions of law, the Brown Act or such other provisions of applicable law shall apply and govern. (Gov. Code § 54950 *et seq.*).

6.2.2. The date, time, and location of regular meetings of the Board shall be established by resolution of the Board of Directors and noticed to the public.

6.2.3. Special meetings of the Board may be called at any time by the Board President or by a majority of the members of the Board. Notice of special meetings shall be provided pursuant to then-applicable California law. The call and notice of a special meeting shall specify the time and place of the special meeting and the business to be

transacted. No other business shall be considered by the Board at such special meetings.

6.2.4. Meetings should begin at the noticed time or immediately on reaching a quorum, whichever is later.

6.3. Process for Addressing Agenda Items

Each item properly on the agenda for a regular or special meeting shall be addressed in the following order:

6.3.1. Announce Agenda Item: District Clerk or other designated staff reads the agenda item.

6.3.2. Public Comment: President allows public comment and input on the item in accordance with Section 6.8.

6.3.3. Reports & Recommendations: Staff presents its report and any recommendations.

6.3.4. Questions & Answers: Technical questions and points of clarification are asked by Board Members and addressed by staff.

6.3.5. Board Discussion: Directors comment on and discuss the item.

6.3.6. Motions & Action Items;

- (a) Motion Introduced: The President invites a motion to be made.
- (b) Call for a Second: The President inquires if there is a second on the motion. If there is no second, the motion fails.
- (c) Amendments & Substitutions: Other Directors can propose either amended or substitute motions.
- (d) Discussion & Vote: Directors discuss the motion. Once discussion ends, the President announces that the vote will occur. Directors vote on the last motion on the floor (any amended or substituted motion) first. If that does not pass, Directors vote on the next-to-last motion, and so on.
- (e) Vote: District Clerk or President calls for the vote on the Motion.
- (f) Announcement of Results: District Clerk or President announces result of the vote and the action the Board has taken.

6.4. Process for Putting Items on a Future Meeting Agenda

6.4.1. Directors may request to have an item placed on a future meeting agenda using either of the following procedures:

- (a) Request that the General Manager include an item on a future meeting agenda at a time other than a public meeting. When such a request is made, the General Manager can either: (1) place the item on a future meeting agenda as an action or information item; or (2) place the request on an agenda for Board consideration as a potential future meeting agenda item. If the item is put on the agenda as a potential future meeting agenda item, the Board must approve by a majority vote a motion for the proposed item to appear on a future meeting agenda.
- (b) Request that an item be placed on a future board agenda at a WCW Board meeting during the "Director Comments" portion of the agenda. If a Director makes such a request, the Board must approve by a majority vote a motion for the proposed item to appear on a future board agenda.

6.4.2. The General Manager, in consultation with the Board President, and the General Counsel where appropriate, shall determine the appropriate timing for consideration of all items approved for inclusion on a future Board agenda. The General Manager will provide Board agendas to the Board President for review.

6.5. Consent Calendar

6.5.1. The Consent Calendar is intended to allow the Board to approve multiple routine, noncontroversial matters by a single motion with no discussion and when no public hearing is required. Board members, staff and members of the public are allowed to ask that any item be removed from the Consent Calendar for discussion before a vote is taken on the Consent Calendar, and will be moved off the Consent Calendar upon a majority vote of the members present. No item will be placed on the Consent Calendar if it requires a public hearing. When an item is removed from the Consent Calendar it will be separately considered immediately after approval of the remainder of the Consent Calendar.

6.6. Adjournment

Regular Board meetings shall end and be adjourned no later than 10:00 p.m. on the day for which they are noticed. Meetings may extend beyond 10:00 p.m. upon the affirmative vote of a majority of the Directors present and voting provided, however, that in no case shall any meeting extend beyond 11:00 p.m.

6.7. Staff Attendance and Participation

6.7.1. The General Manager or their designee shall attend each Board meeting unless excused by the presiding officer or the Board, and will be subject to the direction of the Board during Board meetings. The General Manager may make recommendations to the Board and will have the right to take part in all discussions of the Board, but will have no vote.

6.7.2. The General Counsel or their designee shall attend each regularly scheduled Board meeting unless excused by the General Manager and shall be subject to the direction of the Board during Board meetings.

6.7.3. The General Counsel or their designee shall only attend special meetings, committee meetings, or closed sessions at the request of either the Board President or the General Manager.

6.7.4. When the General Counsel is present at a meeting, any Board Member may request advice on a point of law or a point of order arising out of the items being considered at the meeting or the conduct of the meeting.

6.7.5. Other designated employees shall attend Board meetings at the direction of the General Manager.

6.8. Public Participation

6.8.1. Public participation at Board meetings is welcome and encouraged. All members of the public shall be permitted to speak as allowed under the Brown Act or other provisions of applicable law, or as the Board may determine is in the best interests of WCW.

6.8.2. All public comments shall be addressed to the Board as a body. The Board will listen to all public comments. Any response by the Board will be limited to short answers by the Board or staff as appropriate, follow up questions for clarification, referral of the matter to staff or placement on a future agenda. (Gov. Code § 54954.2(a)(3).) Conversation between the speaker, Board and staff is discouraged.

6.8.3. A time limit of three minutes per speaker shall be enforced by the presiding officer. That time limit can only be extended by a majority of the Board members present and voting. The presiding officer shall have the right to limit the total amount of time allocated to a particular issue and for each individual speaker.

6.9. Decorum

6.9.1. Directors should:

- (a) Conduct themselves with dignity and respect, including the use of formal titles such as "President," "Vice President," or "Director," followed by the individual's last name.
- (b) Listen attentively and respond as appropriate.
- (c) Practice civility and decorum in discussions and debate. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a free democracy in action. During public discussions, Directors should be respectful of others and diverse opinions, and allow for the debate of issues.
- (d) Honor the role of the presiding officer in maintaining order and equity.
- (e) Avoid hidden agendas, gossip, and other forms of negative interaction, including raised voices and profanity.

- (f) Practice civility and decorum toward staff. Focus on issues rather than personalities.
- (g) Reserve decisions until all applicable information has been presented.
- (h) Show respect for and support the decisions that the Board majority makes, even if they disagree.

6.9.2. Board meetings should be governed by common sense and good taste. The presiding officer will take all steps reasonably necessary to preserve order at all times during Board meetings. Board members shall conduct themselves in accordance with these rules and in such a manner as to avoid disrupting the meeting.

6.9.3. All persons attending Board meetings shall observe these rules, any additional rules the Board may establish and the orders of the presiding officer with respect to the conduct of the meeting. No person shall disrupt or disturb any Board meeting.

6.9.4. Any member of the public who violates the decorum rules and/or disturbs, impedes, or otherwise prevents orderly conduct of a Board meeting, will receive a warning from the President that their conduct is disrupting the meeting and further such conduct may lead to the removal of that person from the meeting. If that person continues such conduct after the warning, or if that person uses force or makes a true threat of force, the Board may remove that person from the meeting. If any Board meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting infeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the presiding officer or Board may order the meeting room cleared and continue in session as allowed by the Brown Act or other provisions of applicable law.

6.9.5. Food, phones, and electronics should not interfere with a Director's ability to fully participate in a meeting. Directors should not eat meals during meetings, and snacking should be held to a minimum. The Directors should consider the optics of recorded meetings while a meeting is in progress and being recorded.

7. COMMITTEES

7.1. Standing Committees

7.1.1. At any time throughout the year, the Board a majority of the Board present and voting may establish a standing committee. Standing committees shall be comprised of two Directors.

7.1.2. Appointment of members to standing committees.

- (a) Upon the establishment of a new standing committee, the Board President shall recommend appointment of two members to the standing committee.
- (b) The recommendation from the Board President must be approved by a majority of the Board present and voting.

7.1.3. At the first regular Board meeting in January each year the Board will review standing committees as follows:

- (a) The Board will determine whether existing standing committees continue to be necessary. If a majority of the Board present and voting determines that a new committee is no longer necessary, it will be disbanded.
- (b) For any pre-existing standing committee that continues to operate, appointments to that standing committee shall be reviewed and the Board may reappoint Directors to standing committees or may appoint new Directors in accordance with the procedure in Section 7.1.2.
- (c) The Board will determine whether new standing committees are necessary. If a majority of the Board present and voting at the meeting determines that a new standing committee is necessary, it will be established.

7.1.4. Once the members of a standing committee have been established, the members in consultation with the General Manager will establish the committee meeting time and frequency and will appoint a committee chair. The committee chair's responsibilities include:

- (a) Presiding over committee meetings;
- (b) Managing public participation at the committee meeting;
- (c) Consulting with the General Manager or the General Manager's assigned staff committee designee in advance of each committee meeting to determine whether a committee meeting shall be held or canceled.

7.1.5. Standing committee meetings shall comply with all applicable Brown Act requirements (California Government Code Section 54950, *et seq.*)

7.1.6. Directors who are not members of a standing committee may only attend as observers and may not participate in the discussion.

7.1.7. In consultation with Committee Chair, the General Manager or designee shall prepare an agenda in advance of each committee meeting. Such agendas shall align with any prior Board direction.

7.2. Ad Hoc and Other Committees and Commissions

7.2.1. The Board may create ad hoc committees as it deems necessary for the proper conduct of its business.

7.2.2. Membership on ad hoc committees shall be determined in compliance with the procedure outlined in Section 7.1.2.

8. RECORD OF PROCEEDINGS (MINUTES)

8.1. Livestream

WCW may record the Board of Directors' meetings electronically. Any recorded meetings will be maintained and available for viewing on WCW's website.

8.2. Minutes

The minutes of Board Directors' and committee meetings are in an action/summary format and include at a minimum the date and location of the meeting, identification of public speakers and comments for each agenda item, and the actions taken on each agenda item.

8.3. Requests for Items to be Included in Minutes

Directors may request for inclusion into minutes brief comments pertinent to an agenda item only at the meeting where that item is discussed (including, if desired, a position on abstention or dissenting vote).

9. DIRECTOR COMPENSATION

9.1. Governed by Ordinance

Pursuant to Health and Safety Code section 6489(a), each Director may receive compensation in an amount not to exceed \$100 per day for each day's attendance at meetings of the Board or for each day's service rendered (as defined in Section 13), not to exceed a total of six days in any calendar month. Notwithstanding the foregoing, the Board may adopt an ordinance increasing the maximum compensation above \$100 per day. (H&S Code § 6489(b).) The Board may review the maximum compensation amount on a periodic basis. Pursuant to Ordinance 2023-002, Director compensation is currently set at \$265.35 per day.

10. DIRECTOR COMMUNICATIONS

10.1. Board Communication Procedures

10.1.1. Directors are required to seek prior approval from a majority of the Board of Directors before expressing a point of view on behalf of the Board.

10.1.2. Letters, e-mails or other electronic correspondence, or other communications to the public, media or other publicly-elected officials representing or on behalf of the Board of Directors must be approved by a majority of the Board before being sent. Further, the use of any WCW letterhead or e-mail masthead, which implies that the communication is being sent by a WCW representative, must be approved by a majority of the Board.

10.1.3. As a courtesy to other Directors, a Director writing in their capacity as an individual should request the General Manager to let other Directors know of any

pending communication with the media or publicly-elected officials via an informational email.

10.1.4. Correspondence by a Director with the public, media or publicly-elected officials as an “individual” should adhere to the following guidelines:

- (a) The communication should note that it is not being sent on behalf of the entire Board, but by an individual Director.
- (b) Directors should not copy the rest of the Board on communications, in order to avoid an inadvertent Brown Act violation.
- (c) Directors should be cautious about opining on future actions by the Board and should not opine on the Board’s position on an item that has not been before the Board.
- (d) In certain instances, such as communications regarding broad policy concerns or future agenda items, a Director should consider referring questions or communications to General Manager for a response on behalf of WCW.

10.1.5. Public meetings are one of the best ways for the Board to communicate with the public. Therefore, Directors should use opportunities that arise at Board meetings during discussion of agenda items to articulate reasons for their decisions to the public.

10.2. Media Requests

10.2.1. The General Manager or designee will respond to any inquiries or questions by the media, public or other publicly-elected officials, to individual Directors that are forwarded by that Director to the General Manager for response.

10.2.2. The General Manager will be responsible for keeping all Directors informed of media contacts made by Directors when they are acting as a “WCW Representative.”

11. **DISTRICT BUDGET**

The Board of Directors has budgetary control and delegates it to the General Manager as authorized by Resolution.

11.1. Budget Requirements

11.1.1. WCW’s budget term is July 1 through June 30.

11.1.2. The General Manager will propose a biennial budget for two fiscal years and the Board of Directors will adopt the budget by June 30 of each odd numbered year.

11.1.3. The Board will establish the overall spending authority each fiscal year consistent with the adopted or amended budget by June 30 each year.

11.1.4. The Board of Directors will adopt the annual Gann Limit by June 30 of each year as required by Article XIII B of the California Constitution.

11.1.5. The General Manager has authorization to transfer budget between line items within the same fund, transfer budgets between projects with the same funding source, but may not exceed the overall authorized spending authority set by the Board of Directors.

11.2. Budget Development

11.2.1. WCW's Strategic Plan defines the overall direction for WCW. WCW uses the Strategic Plan to inform, develop and budget for the resources necessary to achieve the goals and strategies outlined in the Strategic Plan.

11.2.2. The budget is proposed by the General Manager with input from the Board of Directors and the public and finally adopted by the Board of Directors.

11.2.3. The proposed budget will include sufficient revenues or the use of reserves to support operating, capital and debt service expenditures needed to carry out WCW business.

11.2.4. The proposed budget will include sufficient reserves to comply with WCW's reserve policy.

11.2.5. The General Manager may present a mid-cycle update as necessary for changing financial conditions.

11.3. Budget Reporting

11.3.1. WCW will comply with all investment reporting requirements prescribed by law. (Gov. Code §§ 53607, 53643(b).).

11.3.2. WCW staff will provide the Board of Directors with a monthly check register detailing all warrants issued within the month.

11.3.3. WCW staff will present the Board of Directors with periodic updates on revenue and expenditure trends, with sufficient detail to keep the Board apprised of the status of capital improvement projects and the progress of WCW's strategic plan.

12. DIRECTOR TRAVEL AND EXPENSE REIMBURSEMENT (Gov. Code § 53232 et seq.)

12.1. General

WCW is obligated to ensure that expenditures made by WCW are solely for public purposes. WCW also is responsible to taxpayers and the public to be prudent and wise in making those expenditures. The purpose of this Section is to govern and provide for a process by which a member of WCW's Board of Directors may seek reimbursement for expenses that they have incurred in the conduct of agency business as authorized by the Board of Directors. WCW Board members should ensure that their proposed expenses are reimbursable before incurring the expenses.

In addition, the purpose of this Section is to comply with Government Code Section 53232.2, which provides that if a local agency reimburses members of its legislative body for actual and necessary expenses incurred in the performance of official duties, then the agency's governing board must adopt a written policy, in a public meeting, specifying the types of activities that qualify for reimbursement of expenses such as those related to travel, meals and lodging.

12.2. Authorization for Travel and Expenses

12.2.1. Pre-Authorized Travel. Expenses incurred in connection with the following types of activities generally constitute authorized and reimbursable expenses, and do not require pre-expense approval by the Board, as long as the other requirements of this Section are followed. This pre-authorization is limited to two (2) Directors attending the same event. The Board may authorize additional directors to attend the event if the travel does not interfere with Board operations. Directors may travel or attend without any additional authorization the following:

- (a) Any conference or training, located within California, that is sponsored by the California Special Districts Association (CSDA).
- (b) Any conference or training, located within California, that is sponsored by the California Association of Sanitation Agencies (CASA).
- (c) Travel to Alameda, Colusa, Contra Costa, Lake, Marin, Mendocino, Napa, San Francisco, San Mateo, Santa Clara, Sacramento, Solano, Sonoma, and Yolo counties on WCW business.
- (d) Local functions sponsored by local associations in which WCW maintains a membership.
- (e) Other meeting/events as listed under Section 13 Days of Service.

12.2.2. Travel Requiring Board Approval. Any conference, seminar, or meeting not held in one of the pre-authorized travel areas as stated in Section 12.2.1 or as listed in Section 12 will require an action of authorization by a vote of the Board of Directors at a public meeting before the expense is incurred.

12.2.3. Out of State/Country Travel. Any out of state or country travel will require an action of authorization by a vote of the Board of Directors in a public meeting before the expense is incurred. The Board may only approve out of state travel if any of following conditions apply:

- (a) The educational or other WCW-related opportunities are not available within California.
- (b) There is documented linkage to WCW's Strategic Plan or Goals.
- (c) The subject matter is geared to policy makers not technical experts.

By a majority vote, the Board may permit more than two (2) Directors to attend the same out of state event.

12.3. Expenses Not Eligible for Reimbursement

Expenses that are not eligible for reimbursement include:

- (a) The personal portion of any trip;
- (b) Political or charitable contributions;
- (c) Family expenses, including a partner's expenses when accompanying a Board Member on WCW-related business, as well as child- or pet-related expenses;
- (d) Entertainment expenses, including theatre, movies (either in-room or at the theatre), sporting events (including gym, massage and/or golf-related expenses), or other cultural events;
- (e) Alcohol/personal hotel honor bar expenses;
- (f) Tips greater than 20 percent (unless automatically included in the bill);
- (g) Regular commuting costs and personal automobile expenses, including for vehicle maintenance and repairs, traffic citations, insurance and gasoline; and
- (h) Personal losses incurred while on WCW business.

Any questions regarding the propriety of a particular type of expense should be resolved by the Board before the expense is incurred.

12.4. Conference Reporting

When a Board Member attends a conference, training, seminar or other event for which they seek reimbursement from WCW, the Board Member must submit a brief oral or written report at the next regular Board meeting. If multiple members attended, a joint report may be made.

12.5. Expense Reporting and Reconciliation

Board Members must follow the procedures adopted to implement this Section. The procedures may be revised by the General Manager upon reasonable notice to the Directors and in compliance with all laws and in furtherance of this Section. Expense reports must be submitted within 30 days after the expense is incurred. Directors are permitted to submit expense reports for tolls within 30 days after the expense is incurred or within 30 days after receiving the invoice for the toll, whichever is later. Receipts are required when a Board member is seeking reimbursement.

12.6. Travel Expenses

12.6.1. Registration Fees

The cost of registration for authorized conferences, trainings, and educational activities, including special events described in the meeting agenda that contribute to educational or professional development, is an eligible travel expense and will be reimbursed at actual cost or paid for by WCW using credit card or check.

12.6.2. Lodging

Lodging costs are only reimbursable when Director travel is authorized as set forth in Section 12.2. Lodging expenses at the single-room rate will be reimbursed or paid for when travel on WCW business reasonably requires an overnight stay. Board Members are encouraged to schedule and book their travel and hotel registration to assure bookings reflect the desired schedules and promote efficiencies. Government or group rates should be used whenever available. If lodging is in connection with a conference, training, or other educational activity, lodging expenses must not exceed the group rate published by the conference sponsor or training provider at the time of booking. If the group rate is not available, reimbursement will be limited to with a reasonable percentage of the U.S. General Services Administration (GSA) rate at the time of travel.

12.6.3. Meals

Meals and incidental expenses are reimbursable whenever Director travel is authorized as set forth in Section 12.2 and as set forth below. Supporting receipts are required showing names and positions of participating individuals and a description of the purpose of the meeting.

(a) WCW Business Meetings

Actual and necessary costs of business meals and gratuities are allowed when representing WCW. Such costs will be reimbursed up to the amount of the GSA Per Diem Rates for the individual meal and/or incidental expenses for applicable location.

This reimbursement rate is applied on a per meal basis. Directors may combine the amounts for different meals in one calendar day, so long as the total for all meals does not exceed the combined total for all three meals in a calendar day.

(b) Conference, Training, or Educational Activity

When Directors attend conferences, trainings, and educational activities for WCW, reimbursements will be provided for the actual cost of meals, capped at the reimbursement rates in Section 12.6.3(a).

(c) Alcohol

WCW will not pay for alcohol or hotel-room personal bar/honor bar expenses.

12.6.4. Transportation

For all transportation, government or group rates should be used whenever available.

(a) Air Travel

Airfares that are reasonable and economical (coach fare) are eligible for reimbursement. Ticket purchases should be made well in advance to take advantage of low fares when possible.

(b) Rental Cars

Rental car costs and fees are authorized for reimbursement only when absolutely necessary and when other transportation is not feasible or car rental is more economical. Cars are to be reserved at a rate that does not exceed the standard-size car rate.

(c) Use of Personal Vehicle

Personal automobile mileage is reimbursed at Internal Revenue Service (IRS) rates in effect at the time of travel. Tolls are eligible for reimbursement, unless the charges are incurred as part of the Director normal commute to or from WCW.

Reimbursement for auto mileage will be capped at the cost of corresponding coach airfare for the same trip when it would be less expensive to fly than drive.

(d) Taxis

Taxi fares and gratuity (of no more than 20%) will be reimbursed only when shuttle or public transportation is not practical.

(e) Parking and Shuttles

Reasonable parking costs will be reimbursed. Long-term parking or shuttle service to and from the airport may be claimed as a miscellaneous expense for reimbursement.

(f) Public Transit

Actual fares for public transit will be reimbursed.

To the extent feasible and without incurring significant additional costs, Directors are encouraged to consider travelling with no more than one other Director at a time.

12.7. Violations

Misuse of public resources or falsifying expense reports in violation of this Section and implementing procedures may result in any or all of the following:

- (a) Loss of reimbursement privileges;
- (b) Restitution to WCW;
- (c) WCW reporting the expenses as income to State and Federal tax authorities;
- (d) Civil Penalties of up to \$1,000 per day and three-times the value of the resources used;
- (e) Prosecution for misuse of public resources;
- (f) For Board Members, censure by the Board or such other measure as may be determined by the Board.

13. DAYS OF SERVICE (H&S Code § 6489; Gov. Code § 53232 et seq.)

- 13.1. Eligible Days of Service. Each day's service rendered as a member of WCW's Board of Directors shall be deemed to include the following, all of which shall constitute the performance of official duties for which a Director may receive payment:

13.1.1. Attendance at any meeting of WCW's Board of Directors or any WCW standing or ad hoc committee.

13.1.2. Attendance at a seminar, conference, workshop or training program or organized educational activity relating to WCW's activities and conducted in compliance with Government Code §54952.2(c) including, but not limited to, ethics training, or when otherwise required or permitted by law to serve as a Director.

13.1.3. Attendance at a meeting of the legislative body or of a committee of another public agency, or at community meetings or industry-related meetings or conferences as a representative of WCW, as approved by the Board of Directors, or by the Board President in the event that an activity must be committed to prior to the next regular Board meeting.

- 13.2. Reporting Back. Pursuant to Government Code § 53232.3, Directors shall provide brief reports on meetings attended at the expense of WCW at the next regular board meeting. A report need only consist of the name of the committee attended, and any information directly related to WCW business.

- 13.3. Limitations. A Director that attends more than one meeting, hearing, seminar, conference or training program on any calendar day will nevertheless only be compensated for a single day of service on that day.

14. BOARD OF DIRECTORS RELATIONSHIP WITH THE PUBLIC

- 14.1. Directors are elected to serve the interests of WCW residents and the general public. The public has a reasonable expectation that it may engage Directors on matters of community concern. In response, Directors may express a preliminary opinion on issues or projects when questions are raised. Any such preliminary statement shall not constitute a prejudgment or create a presumption of bias on any issue or project. In

addition, Directors may from time-to-time express opinions regarding broad policy matters which may be in conflict with currently adopted Board policies. Such statements are permissible if clearly characterized as personal opinions or policy change objectives.

- 14.2. Unless official action is properly authorized at a duly noticed Board meeting, individual Directors shall not: (a) commit WCW to any course of action, or make any oral or written representation that they are authorized to do so; (b) make any written or oral presentation on behalf of WCW, provided, however, if it is impracticable to obtain Board authorization, then the Board President may provide authorization; (c) use WCW letterhead or similar WCW resources to express other than a properly adopted position of the Board, provided, however, that this Policy shall not preclude Directors from providing individual references, recommendations or opinions on WCW letterhead so long as it is clear from the text that the reference, recommendation or opinion is from the author and not made or given by WCW or (d) engage in any behavior or conduct, or make any statements or representations, that tend to diminish the reputation or esteem of WCW with the public. Nothing in this policy is intended to restrict the right of Directors to express their individual opinions, attend any function or advocate any position. It is only intended to restrict the circumstances under which they can do so as official representatives of WCW or use WCW resources.

15. USE OF CONFIDENTIAL INFORMATION

A Director may make a confidential inquiry or complaint to a district attorney or grand jury concerning a perceived violation of law, including disclosing facts to a district attorney or grand jury necessary to establish the alleged illegality of a District action. (Gov. Code § 54963). Prior to disclosing confidential information, however, a Director will first bring the matter to the attention of the General Manager and General Counsel and allow WCW sufficient time to ascertain whether a violation of law has occurred. If the General Counsel determines that a violation of law has occurred, WCW will be given sufficient time to cure the alleged violation in a lawful and appropriate manner. General Counsel may communicate with the Director making the allegation, the Board President or the full Board as lawful and appropriate, to address the alleged violation.

16. CONFLICTS OF INTEREST

- 16.1. Directors will comply with the requirements of California Government Code Section 1090 and the Political Reform Act (Gov. Code Section 81000 *et seq.*), which prohibit actual and apparent conflicts of interest in government contracting and in government decision making.
- 16.2. Except as permitted by law, a Director will not have a financial interest in a contract entered into by WCW.
- 16.3. A Director will not make, participate in making or in any way use or attempt to use their official position to influence a decision of the Board, if he or she has a prohibited conflict of interest under the Political Reform Act.
- 16.4. A Director will not accept gifts that exceed the limitations specified in California law. Directors will report all gifts, campaign contributions, income, and financial information as required under WCW's Conflict of Interest Code and the provisions of the California Political Reform Act and related Regulations.

16.5. Directors will avoid acts of nepotism in employment and public contracting.

17. PROVIDING FOR DEFENSE OF DIRECTORS, EMPLOYEES AND FORMER EMPLOYEES

- 17.1. From time to time, when required by law and/or in WCW's best interests, and when requested, WCW will provide a defense to a Director, employee, or former employee of civil actions or proceedings, or appeals from such actions or proceedings. An investigation conducted or directed by WCW pursuant to WCW policy is not a "proceeding" unless the Board of Directors determines that extraordinary circumstances justify a decision that WCW's interests are served by providing for a defense associated with such an investigation.
- 17.2. WCW ordinarily will not provide a defense to a Director, employee, or former employee of any criminal action. WCW may provide such a defense only under extraordinary circumstances when in WCW's best interests and when the Director, employee, or former employee acted, or failed to act, in good faith, without malice, and in WCW's apparent interest.
- 17.3. The precise circumstances under which WCW will provide a defense will depend on the facts and circumstances of a particular situation. If a Director, employee, or former employee requests a defense, the WCW Board of Directors will seek advice from the WCW General Counsel as to WCW's obligations under the Government Code and this Policy given the specific facts and circumstances presented by a specific request for a defense. WCW's determination to provide a defense will be consistent with its obligations under the Government Code.
- 17.4. If WCW determines to provide a defense, it may either do so directly or it may reimburse the requesting Director, employee, or former employee for actual and reasonable defense costs. In either case, WCW may limit, as allowed by law, the amount it agrees to pay/reimburse for defense costs. In particular if WCW and an affected Director, employee, or former employee are named as defendants in an action, WCW may provide a defense under this policy by means of a joint representation.

18. BOARD OF DIRECTORS RELATIONSHIP WITH GENERAL MANAGER

The Board of Directors sets WCW policy, and the General Manager is responsible for carrying out that policy. Neither the Board nor any of its Directors shall interfere with the execution by the General Manager of any of the General Manager's duties or order, directly or indirectly, the appointment by the General Manager of any person to any WCW office or employment, or the removal therefrom. Neither the Board nor any member thereof shall give directions or orders to any subordinate of the General Manager, either publicly or privately. Directors shall deal with matters within the authority of the General Manager exclusively through the General Manager, except as those matters may pertain to the functions of the General Counsel.

19. BOARD OF DIRECTORS RELATIONSHIP WITH STAFF

- 19.1. Staff serves WCW as a whole and reports to the General Manager, not the Board of Directors. Therefore:

19.1.1. Directors should treat staff as professionals. Clear, honest communication that respects the abilities, experience and dignity of each individual is expected. As with Board colleagues, civility and decorum in all interactions with WCW staff should be practiced.

19.1.2. A Director shall not direct staff to initiate any action, change a course of action, prepare any report or initiate any project or study without the approval of a majority of the Board, and then only through the General Manager.

19.1.3. Directors shall not attempt to pressure or influence discussions, recommendations, workloads, schedules, or WCW priorities absent the approval of a majority of the Board, and then only through the General Manager.

19.1.4. Any concerns by a member of the Board of Directors regarding the behavior or work of a WCW employee should be directed to the General Manager privately to ensure the concern is resolved. Directors shall not reprimand employees nor should they communicate their concerns to anyone other than the General Manager.

19.1.5. Directors serving on committees or as WCW's representative to an outside agency may interact directly with WCW staff assigned to that effort as the General Manager's designee. The WCW staff member so designated and assigned will keep the General Manager appropriately informed.

- 19.2. Soliciting political support from staff (e.g., financial contributions, display of posters or lawn signs, name on support list, and the like) is strictly prohibited. (Gov. Code § 3205). WCW staff may, as private citizens with constitutional rights, engage in political activities, but all such activities must be done away from the workplace and may not be conducted while in uniform or using any WCW resources.

20. ANTI-DISCRIMINATION, HARASSMENT, BULLYING AND RETALIATION

- 20.1. Application. WCW is committed to ensuring that all individuals who interact with its Directors, including each Director (elected or appointed) treat everyone with respect free from discrimination, harassment, bullying, and retaliation and that all Directors are treated with respect free from discrimination, harassment, bullying, and retaliation. The purpose of this Policy is to protect all Directors, employees, unpaid interns, volunteers, or contractors from unwelcome sexual, discriminatory, retaliatory, or intimidating overtures or conduct, either physical or verbal, and any other behavior that creates a hostile or discriminatory environment. WCW expects that all communication and interactions between Directors, employees, unpaid interns, volunteers, or contractors, and applicants, will, at all times, be professional, courteous, and respectful.

20.2. Scope of Policy

20.2.1. This Policy applies to the conduct of any Director. A WCW employee or any other individual wishing to file a complaint of harassment, bullying, or retaliation

against a Director shall use this policy. An employee reporting harassment, bullying, or retaliation by a Director to a supervisor will be directed to this Policy. Supervisors and managers experiencing or witnessing harassment, bullying, or retaliation should report such conduct through this Policy. WCW employees experiencing or witnessing harassment, bullying, or retaliation conduct not involving a Director should use WCW's Employee Workplace Anti-Discrimination Policy.

20.2.2. This Policy also addresses "peer to peer" conduct of Directors. Such "peer to peer" misconduct can be intentional or unintentional, such misconduct includes, but is not limited to, abusive language to fellow Directors, making public statements offensive to fellow Directors; starting verbal fights, making derogatory statements, showing targeted disrespect to the Board President or fellow Directors.

20.3. Board of Directors' Responsibilities. The actions of individual board members may have consequences for themselves individually and for WCW. The Board of Directors are expected and responsible for:

- Treating all employees, contractors, community members, and other Board members with respect, consideration, and civility.
- Modeling appropriate behavior as elected officials tasked with "providing excellence in leadership and the provision of the highest quality service to its constituents."
- Taking all steps necessary to prevent prohibited conduct from occurring.
- Fully cooperating with WCW's investigations by responding fully and truthfully to all questions posed during the investigation.
- Participating in mandatory harassment training every two years and other training as deemed appropriate regarding workplace behavior.
- Reporting any perceived or known violations of this Policy, as also mandated by law.

20.4. Legally Protected Classifications/Categories

20.4.1. It is not lawful to discriminate on the basis of actual or perceived race (including traits historically associated with race, such as hair texture and protected hairstyles), color, national origin, religious creed, ancestry, physical or mental disability, medical condition, pregnancy, childbirth or related medical condition, age (40 and over), sexual orientation, sex (including gender, gender identity, gender expression, transgender, pregnancy, and lactation), sexual orientation (including homosexuality, bisexuality, or heterosexuality), genetic information, military or veteran status, marital status (including registered domestic partnership status), or any other protected basis under state, federal, or local law (collectively "Protected Classification").

20.4.2. WCW prohibits harassment and retaliation based on the perception that anyone has any Protected Classification or is associated with a person who has or is perceived as having any Protected Classification. This commitment applies to all persons involved in WCW's operations and prohibits discrimination by the Board.

20.5. Harassment

20.5.1. Harassment is prohibited conduct that includes any verbal, visual, or physical conduct based on an individual's membership in a Protected Classification, the perception that an individual's membership in a Protected Classification, or the individual's association with other individuals of a Protected Classification, which creates an intimidating, hostile or otherwise offensive working environment. WCW's Policy applies to all persons involved in the operation of WCW and prohibits harassment by any Board Member.

20.5.2. Board Members are considered "supervisors" for the purpose of this Policy and thus are specifically responsible for preventing, addressing, and reporting any harassment of which they become aware. In addition, as with any individual, Board Members can be personally liable for their own harassing conduct.

20.5.3. Examples of harassment in violation of this Policy include, but are not limited to, the following types of behavior:

- (a) Verbal harassment e.g., epithets, derogatory comments or slurs, and propositions on the basis of a Protected Classification. This might include inappropriate comments on appearance, including dress or physical features, dress consistent with gender identification, or race-oriented stories and jokes.
- (b) Physical harassment e.g., assault, impeding or blocking movement, offensive touching, or any physical interference with normal work or movement. This includes pinching, grabbing, patting, leering, or making explicit or implied job threats or promises in return for submission to physical acts.
- (c) Visual harassment e.g., derogatory posters, cartoons, emails, pictures, or drawings related to a Protected Classification.
- (d) Unwanted sexual advances e.g., requests for sexual favors and other acts of a sexual nature, where submission is made a term or condition of employment, where submission to or rejection of the conduct is used as the basis for employment decisions, or where the conduct is intended to or actually does unreasonably interfere with an individual's work performance or create an intimidating, hostile, or offensive working environment.
- (e) Microaggressions may be a form of harassment. Microaggressions can include brief and commonplace daily verbal, behavioral, or environmental actions (whether intentional or unintentional) that communicate hostile, derogatory, or negative racial slights and insults toward members of a Protected Classification. Microaggressions include microassaults, microinsults, and microinvalidations, as distinguished below.
 - Microassaults: deliberate, conscious, and explicit; the intention is to hurt, oppress, or discriminate, commonly described as "old-fashioned racism." Examples include: (1) when a person makes a

racist joke and is aware that the joke is racist, yet claims that the joke is harmless; or (2) a male coworker fails to acknowledge a Black coworker during a meeting and ignores her attempts at sharing her ideas.

- Microinsults: unintentional; convey insensitivity, are rude, demean or dismiss an individual's identity or heritage. An example includes: a white coworker asking a Black coworker how she was able to get her job, and the implied meaning is "you didn't get the job on your own merits."
- Microinvalidations: unintentional; exclude, negate, or nullify an individuals' thoughts or feelings. Examples include: (1) a coworker says, "I don't see color"; or (2) a white coworker asks a Black coworker where she is from, which is something that the white coworker does not ask of other white coworkers, and the implied meaning is "you don't belong."

20.6. Bullying

Bullying is prohibited by WCW policy and includes conduct that a reasonable person would find hostile, offensive, intimidating, humiliating and/or degrading that is unrelated to WCW's legitimate business interests, even when not motivated by a Protected Classification. Examples of bullying include but are not limited to, profane or disrespectful language; hostile and rude behavior and speech directed at another person; derogatory or sarcastic remarks and comments about another person's appearance or job performance; angry outbursts or yelling; name calling; throwing anything at or toward another person; spreading rumors, comments that undermine another person's trust and confidence; and retaliation against any person who has reported disruptive behavior.

20.7. Retaliation

20.7.1. For purposes of this Policy, retaliation is prohibited conduct that is defined as intimidating, threatening, coercing, harassing, taking adverse employment action against, and/or otherwise discriminating against an individual in any way because the individual made a report or complaint under this Policy, participated in any way in the investigation or resolution of such a complaint, or exercised any right or responsibility under this Policy. Retaliation includes conduct that is reasonably likely to deter an individual from making a complaint or report under this Policy or from participating in the investigation or resolution of a complaint. An individual making a report will be advised of the prohibition against retaliation at the time the individual makes the report. Retaliation against a person for filing a complaint about or participating in an investigation or administrative process related to any prohibited conduct will not be tolerated and is a violation of this Policy.

20.7.2. Harassment, bullying, and retaliation by an individual Director against employees, unpaid interns, volunteers, contractors, applicants, or another Board Member on the basis of a Protected Classification, as defined in this Policy, will not be tolerated. WCW has zero-tolerance for any prohibited conduct that violates this Policy

and conduct need not rise to the level of a violation of law to violate this Policy. Instead, a single act can provide grounds for corrective or other appropriate actions.

20.7.3. Similarly, discrimination, harassment, bullying, and retaliation against a Board Member on the basis of a Protected Classification, as defined in this Policy, will not be tolerated. WCW has zero-tolerance for any prohibited conduct that violates this Policy and conduct need not rise to the level of a violation of law to violate this Policy.

20.7.4. WCW encourages and expects all covered individuals to report, as soon as possible, any prohibited conduct that is believed to violate this Policy. Board Members must take reasonable measures to prevent discrimination, harassment, bullying, and retaliation, and respond promptly if it is identified, to address and prevent future instances.

20.8. Guidelines for Identifying Prohibited Conduct. To help further clarify what constitutes retaliation and harassment in violation of this Policy, WCW provides the following guidelines:

20.8.1. It includes any conduct which would be “unwelcome” to an individual of the recipient’s same Protected Classification and which is taken because of the recipient’s Protected Classification.

20.8.2. It is no defense that the recipient appears to have voluntarily “consented” to the conduct at issue. A recipient may not protest for many legitimate reasons, including the need to avoid being insubordinate or to avoid being ostracized.

20.8.3. Simply because no one has complained about a joke, gesture, picture, physical contact, or comment does not mean that the conduct is welcome. Harassment can evolve over time. The fact that no one is complaining now does not preclude anyone from complaining if the conduct is repeated.

20.8.4. Visual, verbal, or physical conduct between two employees who appear to welcome the conduct can constitute harassment of a third applicant, officer, official, employee, or contractor who observes the conduct or learns about the conduct later.

20.8.5. Conduct can constitute retaliation and harassment even if it is not explicitly or specifically directed at an individual.

20.8.6. Conduct can constitute discrimination and harassment in violation of this Policy even if the individual engaging in the conduct has no intention to discriminate and harass. Even well-intentioned conduct can violate this Policy if the conduct is directed at or implicates a protected classification, and if a reasonable individual of the recipient’s same protected classification would find it offensive (e.g., gifts, over attention, endearing nicknames).

20.8.7. Examples of conduct, defined in Section 20.6, that could be considered bullying include commenting negatively in a disparaging manner about someone’s attire, shouting at a subordinate or employee about unsatisfactory performance, pounding on a desk, intimidating individuals, and mocking an individual about a personal matter.

20.8.8. Examples of conduct, defined in Section 20.7, that could be considered retaliation, besides the obvious, termination of services for engaging in protected conduct, would include subtle conduct such as unexplained excluding of an individual from previous workplace meetings and or assignments; providing unwarranted public negative comments about performance and unwarranted increased scrutiny and criticism of work product.

20.9. Complaint Procedure

20.9.1. Purpose. These procedures are designed to ensure fairness and objectivity in the investigation. At any point in this process, the complainant may elect to have a representative assist them with their complaint.

20.9.2. Confidentiality. Every possible effort will be made to assure the confidentiality of complaints made under this Policy. Complete confidentiality may not occur, however, due to the need to fully investigate and the duty to take effective, remedial action.

20.9.3. Reporting Incidents. Early reporting and intervention are most effective in resolving actual or perceived incidents of harassment, regardless of the offender's identity or position. All suspected conduct should be reported promptly.

20.9.4. Employees and Board members who believe that they have been exposed to or witnessed prohibited conduct should discuss their concerns with Human Resources or the General Manager. or to any other manager with whom they feel comfortable reporting the conduct. If reporting to the General Manager or Human Resources is not appropriate for some reason, employees should report prohibited conduct to the President of the Board, or WCW's General Counsel ("Attorney"). An alleged victim of harassment, or a person acting on the victim's behalf with or without the victim's consent, may report a claim of prohibited conduct verbally or in writing. If the initial complaint was verbal, the verbal communication shall be memorialized in writing by the person receiving the complaint, noting the date, time, and circumstances of the verbal complaint.

20.9.5. Board members who believe that they have been exposed to or witnessed prohibited "peer to peer" prohibited conduct should discuss their concerns with the Board President or General Counsel. If the initial complaint was verbal, the verbal communication shall be memorialized in writing by the person receiving the complaint, noting the date, time, and circumstances of the verbal complaint.

20.10. Complaint Evaluation. Upon receiving notification of a prohibited conduct complaint, WCW will:

20.10.1. Timely authorize and delegate counsel to supervise a thorough investigation by an appropriate internal or external person of the complaint by impartial and qualified personnel, and/or investigate the complaint using an outside, neutral investigator. The investigation will include interviews with: (a) the complainant; (b) the accused harasser; and (c) other persons who have relevant knowledge concerning the allegations in the complaint.

20.10.2. The designated investigator will review the factual information gathered through the investigation and the findings that determine whether the alleged conduct constitutes prohibited conduct in violation of this Policy, considering all factual information, the totality of the circumstances, including the nature of the conduct, and the context in which the alleged incidents occurred.

20.10.3. The investigator will timely prepare a written report summarizing the investigation. The report will set forth any conclusions drawn from the evidence as to whether the facts alleged by the complainant are true or what actually transpired, stating why such inferences were drawn and upon which evidence they are based. If no conclusion is apparent, the report will explain in detail why a conclusion cannot be reached. After gathering, assessing and synthesizing the facts and evidence, the investigator will apply the relevant legal standards to the facts and determine whether, based on a preponderance of the evidence (i.e., it is more like than not), the Board member engaged in the alleged harassment.

20.10.4. With respect to "peer to peer" complaints, the Board President, in consultation with counsel, with reviewing the complaint and determine the appropriate method of investigating the complaint, including, but not limited to, the hiring of a neutral outside investigator.

20.11. Resolution. As soon as practicable following the conclusion of the investigation, the WCW Board will issue a final written decision. The WCW Board shall:

20.11.1. find that a violation did not occur and take no action; or,

20.11.2. based upon a preponderance of the evidence, find that a violation occurred. If a Board Member is found to engage in harassment, bullying, or retaliation, or has been a victim of harassment, bullying, or retaliation, WCW will take all steps necessary that may include changes in compensation and benefits, removal from committees, prohibition from holding Officer positions, prohibition from representing WCW in public, referral to District Attorney, require additional training for the Board Member or other actions as permitted by law. One or more of the above may be utilized in response to a violation. etc.

20.12. Training. All employees will receive harassment, discrimination and retaliation prevention training in accordance with applicable law. Information about free sexual harassment online training provided by the CRD is available at <https://calcivilrights.ca.gov/shpt/>. In addition to the State of California's mandatory training regarding its prohibition of discrimination, harassment, and retaliation, WCW provides one on one training to individuals whose conduct – while not requiring termination – needs to be changed to assure a non-hostile work environment. Such retraining could include Board Member one-on-one live or online training or other recommended tools. With respect to Board Members, repeated needs for re-training could result in the costs of re-training being born by the individual Board Member and/or during non-compensated Board days.

20.13. State and Federal Remedies. In addition to the process described in this Policy, if an individual believes the individual has been subjected to harassment, discrimination, or retaliation, the individual may file a formal complaint with the U.S. Equal Employment Opportunity Commission ("EEOC") or the California Civil Rights Department (CRD)

(Effective July 1, 2022, the California Department of Fair Employment and Housing ("DFEH") was renamed the CRD.) These administrative agencies offer legal remedies and a complaint process. Individuals can check the posters that are located on WCW bulletin boards or within the employee portal for the payroll software, for office locations and telephone numbers. Using WCW's complaint process does not prohibit an individual from filing a complaint with one of these agencies.

The EEOC website is <https://www.eeoc.gov/>. Its general telephone number is 1-800-669-4000

The CRD website is <https://calcivilrights.ca.gov/>. Its general telephone number is 800-884-1684. Any correspondence can be sent to CRD headquarters: 2218 Kausen Drive, Suite 100, Elk Grove, CA 95758.

20.14. Personal Liability

20.14.1. Discrimination, harassment, and retaliation are against the law. In addition to WCW liability, the law provides that Individuals - including Board Members - are personally liable for their harassing behavior. Engaging in harassment is outside the course and scope of a Board Member, elected or appointed official's duty to the public and to WCW.

20.14.2. A Board Member's actions may also result in WCW liability, even if the Board Member is not individually liable.

20.14.3. This Policy may be updated in the future to reflect changes in the law. This Policy is in addition to and does not supersede or dilute any other Policy dealing with Board Member behavior.

21. **COMPLIANCE AND ENFORCEMENT**

21.1. Directors take an oath when they assume office in which they promise to uphold the Constitutions and laws of the United States of America and the State of California. Consistent with this oath is the requirement of this Board policy to comply with applicable laws as well as report any violations of the laws and/or policy of which they become aware.

21.2. Any suspected violation or alleged violation by a Director must be reported to the Board President or General Counsel. If a staff member makes a report regarding a Director, the report should be made to the General Manager.

21.3. Investigation and Initial Determination. Upon receipt of the report, the General Counsel will investigate the matter and, in conjunction with the General Manager, will determine whether a violation exists and, if so, whether the violation is minor or major. If the General Counsel and General Manager determine that no violation has occurred, the Board will be notified and the matter will be deemed closed. If the General Counsel and General Manager determine that a violation may have occurred, then they must determine if the violation is minor or major. For purposes of this Policy, an incident or violation is major if it involves the injury or potential injury to any person (e.g., physical, emotional, defamation, harassment, etc.), significant exposure of liability to WCW, or constitutes or involves the probability of a repeat occurrence. For the purposes of this Policy, if the General Manager is the reporting party, then all references to the General

Manager in this Section will be deemed to be the President of the Board or Vice President if the President is the subject of the report.

- 21.4. Minor Violations: If the General Manager and General Counsel agree that the violation or alleged violation is minor in nature, the full Board of Directors will be so advised. In that case, a Director designated by the Board, and either the General Manager or General Counsel may contact the individual Director and advise the Director of the concern and seek to resolve the matter.
- 21.5. Major Violations: If the General Counsel and General Manager agree that the violation is major, or if they cannot reach agreement as to whether the violation or alleged violation is minor or major in nature, then the matter will be referred to the full Board of Directors. In order to address the alleged violation, the Board will conduct such proceedings and utilize such personnel as it deems necessary to determine how the matter may proceed, be resolved or be reported to the appropriate authorities. In implementing the provisions of this section, the Board or its designees will be authorized to conduct all inquiries and investigations as necessary to fulfill their obligation
- 21.6. Upon completion of the process referred to in Section 21.5, the Board of Directors shall place the matter on a public agenda for possible action and imposition of appropriate discipline. The intended purpose of Section 21 of this Policy is to promote ethical behavior, so disciplining a Director should be considered a last resort and additional training or other corrective processes should be implemented before formal discipline is imposed. If the Board reasonably determines that additional training and other corrective processes will likely not adequately address the issue, then formal discipline may be imposed. Such discipline may include, without limitation (1) public reprimand or censure, (2) removal from all appointed committee or agency assignments, (3) reduction in compensation for days of service to WCW, (4) Injunctive relief, (5) referral of the violation to the District Attorney or Grand Jury, (6) request for Director to resign from their Board position or (7) such other discipline as the Board deems appropriate. Any Director found to have committed more than three non-minor violations of this Policy shall be expected to submit their resignation from office.
- 21.7. Directors wishing to report a suspected violation by a staff member should report it the General Manager. Directors wishing to report a suspected violation by the General Manager should report it to the Board President and General Counsel.
- 21.8. If any Director who would otherwise be involved with investigating or considering an allegation is the subject of the allegations, the role of that official shall be assumed by the next ranking Director by seniority on the Board.
- 21.9. If the General Manager is the person making the report of Director misconduct, then the Deputy General Manager or Director of Administrative Services (if the Deputy General Manager is unable) will assume the role of the General Manager in connection with the investigation, determinations, and reporting to the Board.
- 21.10. This policy and the protocols set forth are alternatives to any remedy that might otherwise be available or prudent. In order to ensure good government, any individual, including the General Manager and General Counsel, who believes a violation may have occurred, is hereby authorized to report the violation to other appropriate authorities.

22. CONFLICT WITH LAW.

If there is a conflict between this Policy and any applicable provisions of federal or state law or local ordinance, then the other provisions of applicable law will apply and govern.