

Governance Policies of the Board

I. Governance Process

Governance Policies of the Board

I. GOVERNANCE PROCESS

Page

GP-1	Global Governance Commitment.....	I-3
GP-2	Governing Style.....	I-4
GP-3	Board Job Description	I-6
GP-4	Governance Policy Review Process and Agenda Planning	I-8
GP-5	Chairperson's Role.....	I-9
GP-6	Board Members' Code of Conduct	I-11
GP-7	Values Statement.....	I-18
GP-8	Board Committee Principles	I-19
GP-9	Board Committee Structure	I-21
GP-10	Cost of Governance	I-22
GP-11	Inclusion, Equal Employment Opportunity, Discrimination/Harassment Prevention, and Diversity	I-27
GP-12	Conduct of Board Meetings	I-28

Governance Policies of the Board

Title: Global Governance Commitment

Category: Governance Process

Policy No. GP-1

Adopted: October 19, 1999
Chair: Larry Wilson

Latest Revision: July 28, 2014
Chair: Tony Estremera

The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.

The purpose of the Board, on behalf of the people of Santa Clara County, is to see to it that the District provides Silicon Valley safe, clean water for a healthy life, environment, and economy.

In pursuit of this purpose, consistent with the District Act, the Board of the District adopts policies to govern its own processes; delegate its power; communicate the District mission, general principles, and Ends; and to provide constraints on executive authority.

Governance Policies of the Board

Title: Governing Style Category: Governance Process		
Policy No. GP-2	Adopted: June 15, 1999 Chair: Larry Wilson	Latest Revision: September 12, 2023 Chair: John L. Varela
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

The Board will govern with an emphasis on (a) outward vision, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and Board Appointed Officer (BAO), (e) collective rather than individual decisions, (f) future rather than past or present, and (g) pro-activity rather than reactivity.

Accordingly:

- 2.1. The Board will further inform itself, individually and collectively, through extensive outreach to determine community wishes and through continuing education on issues relevant to the District.
- 2.2. Board members may be excused from Board or Board Committee meetings, as defined:
 - Illness or incapacity
 - Illness or incapacity of an immediate family member
 - Jury duty
 - Observance of a religious holiday or ceremony
 - Vacation
 - Conducting District business
 - 2.2.1. For all absences, the Board member shall notify the Clerk of the Board prior to the Board or Board Committee meeting in which they will be absent with the reason for the absence. The Clerk of the Board will subsequently notify the Chair of the absence and the reason.
 - 2.2.2. In the event of an emergency, in which a Board member is unable to provide advance notification, after the Board or Board Committee meeting, notification will be provided to the Clerk of the Board within 30 days.
- 2.3. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
- 2.4. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling its commitments.

Governance Policies of the Board

- 2.5. The Board will monitor the Board's process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-BAO Linkage categories.
 - 2.5.1. The Board will conduct a Board performance review by the end of March for the previous calendar year and will conduct a mid-year review of Board performance by the end of September.
- 2.6. While serving as a member of the Board of Directors, and for one year immediately following the end of the Board member's term of office, no Board member shall seek or accept compensated employment by the District.
- 2.7. The Board, by ordinance, will adopt regulations governing the activities of persons who lobby the District. Those regulations shall include provisions requiring registration of lobbyists, reporting requirements governing the activities of lobbyists and communications with Board members, and disclosure by Directors of contact with lobbyists prior to voting on matters related to the contact. This ordinance will be adopted no later than July 1, 2010. The list of registered lobbyists will be posted on the District website, for openness and transparency.

Governance Policies of the Board

Title: Board Job Description		
Category: Governance Process		
Policy No. GP-3	Adopted: June 15, 1999 Chair: Larry Wilson	Latest Revision: September 12, 2023 Chair: John L. Varela
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly:

- 3.1. The Board will produce written governing policies which, at the broadest levels, address each category of organizational decision.
 - 3.1.1. Governance Process: Policies that specify how the Board conceives, carries out, and monitors its own task.
 - 3.1.2. Board Appointed Officer Linkage: Policies that define how power is delegated and its proper use monitored; for the Chief Executive Officer (CEO), District Counsel (DC), and Clerk of the Board (COB) roles, authority and accountability.
 - 3.1.3. Ends: Policies that define who is to benefit from the organization, in what way, or at what cost.
 - 3.1.4. Executive Limitations: Policies that constrain the BAO's authority in choosing the organizational means.
- 3.2. The Board will produce assurance of BAO performance.
- 3.3. In June of each year the Board will approve BAO compensation and benefit decisions at a public meeting and will enact such decisions by Board resolution.
 - 3.3.1. To ensure there are no compaction issues with unclassified staff compensation, the Board will adjust the BAOs' compensation scale at the same time the Board adopts the Classified Employees and Unrepresented Employees Salary Structure.
 - 3.3.2. Annually, BAO compensation will be determined using a two-step performance evaluation process that considers job accomplishments, monitoring reports, other

Governance Policies of the Board

information, including the financial health of the District, and other methods deemed appropriate by the Board.

3.3.2.1 The Board will use the following scale to document the BAOs' fiscal year performance (Step 1):

Step 1. Evaluate BAOs' performance using the following scale:

Performance Level 1: Sustained outstanding performance
Performance Level 2: Performance usually exceeds expectations
Performance Level 3: Performance expected at full professional level
Performance Level 4: Usually meets expectations-improvements needed
Performance Level 5: Significant improvement required
Performance Level 6: Unsatisfactory

3.3.2.2 BAOs' compensation for the following fiscal year will be determined according to their individual performances levels as shown below (Step 2):

Step 2. Match compensation with performance level:

Performance Level 1: High point of compensation scale plus one-time extra performance pay
Performance Level 2: High point of compensation scale
Performance Level 3: Between Mid-point and High point of compensation scale
Performance Level 4: Mid-point of compensation scale
Performance Level 5: Low point of compensation scale
Performance Level 6: Employment termination consideration

3.3.3. In determining BAO compensation and benefits, the Board may consider data from Board authorized studies of other similarly situated employees in relevant industry comparator agencies.

3.3.4 This Governance Policy Section (GP-3.3) is not applicable when recruiting new BAOs.

3.4. The Board will approve or deny nominations to name or rename District-owned land, facilities, and amenities in accordance with the Naming of District-Owned Land, Facilities, and Amenities procedure.

Governance Policies of the Board

Title: Governance Policy Review Process and Agenda Planning

Category: Governance Process

Policy No. GP-4

Adopted: June 15, 1999
Chair: Larry Wilson

Latest Revision: August 18, 2015
Chair: Gary Kremen

The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.

To govern consistent with Board policies, the Board will:

- 4.1. Conduct an annual review of the Board Governance Policies and adopt new or revised policies by the end of September.
- 4.2. Adopt a Board Policy Planning Calendar for the upcoming fiscal year by the end of June and conduct a mid-year review of the Board Policy Planning Calendar by the end of December, and other reviews when determined necessary by the Board.
 - 4.2.1. The Board's Policy Planning Calendar will include regular and special Board meetings and Board work study sessions, as necessary, to provide the Board with information and education needed to perform its job of linkage with community, setting policies and monitoring organization performance, and engaging with its Advisory Committees.
 - 4.2.2. Examples of items on the Board's Policy Planning Calendar are upcoming fiscal year's budget planning agenda items.
 - 4.2.3. Board's Policy Planning Calendar is intended to be a living document for the designated fiscal year and will be updated regularly.
- 4.3. At the same time and place designated in the public notice for budget review, the Board shall review its financial reserves, including the justification, therefore, and an overview of its reserve management policy. The Board shall receive comments thereon from the public before acting on the budget.

Governance Policies of the Board

Title: Chairperson's Role Category: Governance Process		
Policy No. GP-5	Adopted: September 7, 1999 Chair: Larry Wilson	Latest Revision: November 26, 2024 Chair: Nai Hsueh
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

The Chairperson assures the integrity of the Board's process and represents the Board to outside parties.

Accordingly:

- 5.1. The job result of the Chairperson is that the Board behaves consistently with its own policies and those legitimately imposed upon it from outside the organization.
- 5.2. The authority of the Chairperson consists in making decisions that fall within topics covered by Board policies on Governance Process and Board Appointed Officer Linkage, with the exception of (a) employment or termination of a BAO and (b) where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - 5.2.1. The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - 5.2.2. The Chairperson is empowered to modify previously approved Board Standing Committee work plans and agendas in the event returning to the Board would delay distribution of Standing Committee meeting materials.
 - 5.2.3. The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the BAOs.
 - 5.2.4. The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her or him.
 - 5.2.5. The Chairperson may delegate this authority but remains accountable for its use.
 - 5.2.6. The Chairperson will determine, in concert with the CEO as necessary, whether to place on an agenda consideration of documents of support or recognition (e.g., resolutions, commendations, certificates of appreciation, etc.) for individuals, organizations or efforts in the

Governance Policies of the Board

community by evaluating whether the individual, organization or effort has a clear nexus to issues relevant to the District.

- 5.2.6.1. A Board member may, at his or her discretion, request the CEO to prepare for the Board member's signature a Certificate of Appreciation for an individual, organization, or effort. The Chair may also sign the certificate.
- 5.2.6.2. No more than three Board members may sign one of the above-mentioned documents, unless the action was approved by the Board at a Board meeting.
- 5.2.6.3. Should there be disagreement between the Chair and a Board member over a request for placement of any of the above-mentioned documents on an agenda, the Board member may request that the matter be placed on the next available Board agenda for consideration.

5.2.7. The Chair may add agenda items to agendas.

5.2.8. The Chair may execute documents on behalf of the Board using electronic and/or digital signatures (such as DocuSign) as allowed by law in lieu of handwritten signatures, including the following Board-approved documents:

- Agreements
- Agreement Amendments
- Contracts
- Resolutions (excluding Resolutions of Appreciation) Ordinances
- Board Meeting Minutes
- Letters

5.3. The Board of Directors elects both the Chairperson (Chair) and Vice Chairperson (Vice Chair) of the Board by a majority vote.

5.3.1. The election of the following year's Chair and Vice Chair will take place as the last business item at the last Board Meeting in December.

5.3.2. The Clerk of the Board shall maintain the list of Board member service as Chair or Vice Chair.

Governance Policies of the Board

Title: Board Members' Code of Conduct

Category: Governance Process

Policy No. GP-6

Adopted: June 15, 1999
Chair: Larry Wilson

Latest Revision: December 10, 2024
Chair: Nai Hsueh

The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.

The Board commits itself and its members to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Board members who do not adhere to this code of conduct may be subject to the procedures of GP-6.3 through GP-6.5 listed below.

- 6.1. Board members shall refrain from abusive conduct, personal charges or verbal assaults upon the character or motives of other members of the Board, committees, commissions, staff and the public.
- 6.2. The Board may not authorize severance pay for a Board-appointed employee of the District when the employee voluntarily separates from District employment. "Severance pay" does not include any otherwise lawful payment required to be paid by the District under a pre-existing employment agreement or under a separation and release agreement resolving a claim or claims made or threatened against the District. The Board shall not agree to amend an employment contract after the employee announces or requests a voluntary separation, except upon a Board determination, in open session, that an adjustment in compensation is required to retain the employee and is in the best interest of the District.

6.3. Available Procedures for addressing misconduct

This policy applies to the Santa Clara Valley Water District Board of Directors and the following procedures shall be followed where one believes a member of the Board of Directors has engaged in misconduct. Complainants shall follow either the Informal Complaint procedure under Section 6.4 or the Formal Complaint procedure under Section 6.5.

6.4 Informal Complaint Process

- 6.4.1. Complainants who do not wish to bring formal complaints against Board members under Section 6.5, below, shall have the option of bringing informal complaints instead.

Governance Policies of the Board

- 6.4.2. Informal complaints that a Board member has engaged in misconduct must be made to the Board Chair (where the complaint is against the Chair, “Vice Chair” is substituted for Chair throughout this section).
- 6.4.3 Informal complaints may be verbal or in writing, must be brought in the name of the actual name of the complainant, and may not be anonymous. Complainants may make informal complaints regarding Board member conduct towards third parties but must identify such third parties in the informal complaints.
- 6.4.4 When in writing, informal complaints must clearly state that they are informal or are being brought in accordance with this Section 6.4.
- 6.4.5 Complaints involving harassment or discrimination based upon protected class under state or federal law are not eligible for the informal complaint process and must be referred to the formal complaint process.
- 6.4.6 Complaints involving illegal conduct potentially harmful to Valley Water (e.g., fraud, theft, bribery, economic conflicts of interest, etc.) are not eligible for the informal complaint process and must be referred to the formal complaint process.
- 6.4.7 Prior to final resolution by the Chair, complainants may request that their informal complaints be changed to formal complaints by providing notice to the Chair and a written complaint to the Clerk of the Board complying with the provisions of Section 6.5.2.
- 6.4.8 Prior to final resolution by the Chair, complainants may withdraw their formal complaints.
- 6.4.9 Complainants may request that the Chair withhold their identity from the accused Board member, but the Chair alone shall determine whether such confidentiality is appropriate in any case given considerations of fairness to all parties involved. Following such a request, the Chair will advise the complainant whether or not their identity will be withheld from the accused Board member as requested.
- 6.4.10 Upon receipt of an informal complaint, the Chair shall have discretion on how to resolve it and may engage in warnings, counseling, or other informal measures deemed appropriate based upon the seriousness of the conduct at issue and any record of similar conduct by the accused Board member. Resolution shall not include admonition, sanction, or censure by the Board as such remedies are reserved for formal complaints under Section 6.5.
- 6.4.11 The Chair shall provide timely notice to the complainant regarding final resolution of the informal complaint.

Governance Policies of the Board

6.5 Formal Complaint Process

- 6.5.1 Scope of Complaints. Anyone may bring a formal complaint against a Board member for misconduct in accordance with this section. Misconduct under this section 6.5 shall be limited to: violations of the Board of Directors Code of Ethics and Conduct, violations of the Governance Policies of the Board, and/or violations of local, state, and/or federal law.
- 6.5.2 Written Complaint Procedure. Complaints must be in writing and signed in the complainant's true legal name. Complaints must identify the accused Board member(s) by name and should provide as much detail as possible about the alleged misconduct. Complainants must submit their written complaints to the Clerk of the Board. The Clerk of the Board shall provide the complaint the Board Chair ("Vice Chair" is substituted for "Chair" throughout this section 6.5 where the Chair is the subject of the complaint or is the complainant) with copies to the Chief Executive Officer and District Counsel.
- 6.5.3 Chair Consultation with District Counsel. Where complaints involve allegations of harassment or discrimination based upon a protected classification, retaliation, or violations of local, state, or federal law, the Chair must consult with Valley Water's District Counsel to receive advice regarding any legal implications of the complaints. Where complaints do not include any of these elements, the Chair may, but is not required to, consult with the District Counsel regarding the complaints. In the event of any conflict, the Chair shall meet with selected special counsel instead of Valley Water's District Counsel.
- 6.5.4 Initial Evaluation of Complaint. The Chair shall review complaints to determine if they articulate a sufficient basis for further consideration. Where they do not articulate a sufficient basis for further consideration, the Chair shall notify the complainant and the accused Board member, and the matter shall be deemed closed, and the procedure set forth in sections 6.5.5 et seq. shall not apply. Such closure shall not bar complainants from submitting amended written complaints to the Clerk of the Board.
- 6.5.5 Notice to the Accused Board Member. Where the Chair determines complaints do articulate a sufficient basis for further consideration, the accused Board member must be given written notice of the complaint in a timely manner.
- 6.5.6 Informal Resolution. The Chair may, but is not required to, attempt informal resolution of a complaint with the complainant and the accused Board member. If the complaint is informally resolved to the satisfaction of the complainant and accused Board member, then the matter shall be deemed closed.
- 6.5.7 Ethics and Conduct Ad Hoc Committee.
- 6.5.7.1 If informal resolution is unsuccessful or is not attempted, the Chair shall make a timely request to the Board to form an Ethics and Conduct Ad Hoc Committee to address the complaint ("Committee"). As part of this request, the Chair shall nominate an additional member for the Committee which shall consist of the Chair and one other. The Chair's request shall be agendized for a public meeting of the Board of Directors.

Governance Policies of the Board

- 6.5.7.2 The Board shall consider the Chair's request and nomination and must approve it before the Committee can formally convene and take action on the complaint.
- 6.5.7.3 For the public meeting on the Chair's request, the rights of the complainant and any witnesses must be respected. Information regarding the nature of the complaint must be kept to a minimum and the identity of the any complainant and witnesses must not be disclosed. Where any details have previously been made public, disclosure of such previously disclosed information is discouraged where unnecessary for Board consideration but is not prohibited.
- 6.5.7.4 For the public meeting on the Chair's request, the public agenda materials and the corresponding Board discussion must be undertaken to avoid compromising the integrity of the future investigation or bringing unnecessary or undue embarrassment to the complainant, the accused Board member, and any witnesses.
- 6.5.7.5 If the Board does not approve the Chair's request to form a Committee, the Chair alone must handle the complaint following the processes below (substituting "Chair" for "Committee").
- 6.5.7.6 If the Board does approve the Chair's request to form a Committee, the Committee is convened and may meet as necessary.
- 6.5.8 Committee Evaluation of Complaint. The Committee shall evaluate the complaint and determine whether it has sufficient information whether the alleged conduct both occurred and violated any Board of Directors Code of Ethics and Conduct, Board Governance Policies, or local, state, or federal law.
- 6.5.8.1 Disposition Without Investigation.
- (a) If the Committee determines that sufficient information exists that the alleged conduct both occurred and violated any Board of Directors Code of Ethics and Conduct, Board Governance Policies, or local, state, or federal law, it shall make findings and recommendations to the Board at a public meeting.
 - (b) If both members of the Committee do not agree, the members will make separate findings regarding whether the alleged conduct occurred and violated any Board of Directors Code of Ethics and Conduct, Board Governance Policies, or local, state, or federal law. The Committee members may also make separate recommendations to the Board.
- 6.5.8.2 Disposition Following Investigation. If the Committee determines that it needs additional information to conclude whether the alleged conduct occurred and/or constituted a violation of policy or law as set forth above, it may decide to have the complaint investigated.

Governance Policies of the Board

6.5.9 Retention of Investigator. The Committee has authority to retain an independent investigator to conduct investigations within the scope of this policy. The Committee shall select the investigator and may seek the assistance of the District Counsel in this effort.

6.5.10 Commencement of Investigation.

6.5.10.1 The Committee shall advise the Board within one month of the of the commencement of any investigation.

6.5.10.2 No Board member who participates in any investigation in any way may disclose any confidential information regarding the investigation including the identification of any known or suspected witnesses.

6.5.10.3 The Committee shall endeavor to have investigations completed within six months from their start. The Committee shall update the Board of the estimated completion date if this six-month goal will not be met. The Committee will provide the Board with further schedule updates as necessary.

6.5.11 Completion of Investigation.

6.5.11.1 Results of any investigation will be presented to the Committee. Only the Committee may possess and review the full investigation report.

6.5.11.2 If the Committee is satisfied with the completeness of the investigation, it will present findings and recommendations to the Board at a public meeting.

6.5.11.3 If both members of the Committee do not agree, the members will make separate findings and recommendations to the Board at a public meeting.

6.5.11.4 An executive summary of the investigation report shall be made with redactions of names, identifying information, and any other sensitive information. The executive summary shall be prepared in sufficient detail to allow the accused Board member a reasonable opportunity to respond to the charges and allegations. This executive summary will be available to the full Board and public in any future Board meeting on the investigation.

6.5.12 Board Consideration of Committee Findings. The Board will consider, by majority vote, whether to accept the Committee's findings (or where there is disagreement by members of the Committee, the separate findings of the two Committee members). Prior to any Board action on the findings, the accused Board member shall be given a reasonable amount of time to respond to the findings (verbally and/or in writing). If findings are not accepted, then the matter is concluded and shall be deemed closed. If the Board does accept findings, then the matter shall continue as set forth below.

6.5.13 Board Consideration of Committee Recommendations. At any meeting where the Board

Governance Policies of the Board

considers the Committee's findings, the Board may discuss any recommendations by the Committee, but will not take action on them at that meeting. At the meeting where the Board considers the Committee's findings, any Board member may request admonition, sanction, censure (as defined in section 6.5.20), or other measures in addition to any recommendations by the Committee.

- 6.5.14 Committee Recommendations to Board. The Committee will receive Board requests for admonition, sanction, or censure, and make recommendations to be considered at a future Board meeting. If both members of the Committee do not agree, the members will make separate recommendations to the Board at a future Board meeting. Valley Water will provide the accused Board member with separate written notice of any public Board meeting involving a Committee recommendation to admonish, sanction, or censure that Board member.
- 6.5.15 Accused Board Member's Response to Recommendations. Where the Committee is recommending admonition or sanction, the accused Board member will be given a reasonable amount of time to respond (verbally and/or in writing) taking into account the number of charges, the complexity of the charges, and any issues or questions raised during Board discussion on the matter. Where the accused Board member has previously responded to the findings, his or her response shall be limited to whether admonition or sanction is appropriate.
- 6.5.16 Special Rules Regarding Recommendations for Censure. Where the Committee is recommending censure:
- 6.5.16.1 A hearing will be scheduled at a public meeting and the public meeting must be scheduled to provide the accused Board member adequate time to prepare a defense.
 - 6.5.16.2 The accused Board member will have the opportunity to respond to the Committee's recommendation(s) and the accusations against him or her verbally and/or in writing before any Board vote on the matter.
 - 6.5.16.3 The accused Board member shall be given a reasonable amount of time to respond, taking into account the number of charges, the complexity of the charges, and any issues or questions raised during Board discussion on the matter.
 - 6.5.16.4 The accused Board member may present voluntary witnesses within the time prescribed but cannot compel the appearance or testimony of unwilling witnesses.
 - 6.5.16.5 The accused Board member will be entitled to representation of counsel at their own expense.
 - 6.5.16.6 The Chair will preside at the public hearing.
 - 6.5.16.7 The rules of evidence will not apply to the hearing of the matter, which is

Governance Policies of the Board

not a formal adversarial proceeding.

6.5.17 Board Action on Recommendations. A majority of the Board shall be required to approve any final action on Committee recommendations, but a 2/3 majority shall be required to approve a recommendation for censure.

6.5.18 Board Approval of Other Measures. In addition to or in lieu of admonition, sanction, or censure, the Board may approve other measures to address misconduct by a Board member and shall retain discretion on what measures to impose. A majority of the Board shall be required to approve such measures.

6.5.19 Referral to Law Enforcement or the Civil Grand Jury. At any point during the processes described herein, the Board may refer a matter to Law Enforcement and/or the Santa Clara County Civil Grand Jury for investigation or other action. Prior to or following such referral, the Board may proceed with any of the actions described in this policy.

6.5.20 Definitions.

6.5.20.1 Admonition. Admonition is the least serious form of action. Admonition is a warning and a reminder that a particular type of behavior is not in the best interests of Valley Water and can involve minor violations of the BOD Code of Ethics and Conduct or the Board Governance Procedures. An admonition may be issued by the Board prior to any findings of fact regarding any complaint, and because it is a warning or reminder, would not necessarily require an investigation to determine whether a complaint is true. Admonition authorized through this policy is separate and apart from, and is not intended to limit, the Chair's independent right to admonish Board members for their conduct as prescribed elsewhere in the Governance Process.

6.5.20.2 Sanction. Sanction is the second most severe form of action. Sanction should be directed to a member of the Board based upon an action or series of actions determined to be misconduct for violations of the BOD Code of Ethics and Conduct, (GP) or local, state, or federal law, but is not determined to be sufficiently serious to require censure. Sanction is distinguished from censure in that it does not constitute punishment.

6.5.20.3 Censure. Censure is the most severe form of action. Censure is a formal statement of the Board officially reprimanding one of its members. It is a punitive action which serves as a penalty for misconduct, but it carries no fine or suspension of the rights of the members as an elected official. Censure should be reserved for cases in which the Board determines that the misconduct is a serious offense. Censure does not limit the Board's ability to impose additional measures to address misconduct.

Governance Policies of the Board

Title: Values Statement		
Category: Governance Process		
Policy No. GP-7	Adopted: June 15, 1999 Chair: Larry Wilson	Latest Revision: September 12, 2023 Chair: John L. Varela
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

The Values Statement was moved to the Board of Directors Code of Ethics and Conduction Policy adopted by the Board on September 12, 2023.

Governance Policies of the Board

Title: Board Committee Principles		
Category: Governance Process		
Policy No. GP-8	Adopted: June 15, 1999 Chair: Larry Wilson	Latest Revision: July 28, 2014 Chair: Tony Estremera
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

The District Act provides for the creation of advisory boards, committees, or commissions by resolution to assist the Board in performing its job, as defined.

Accordingly, the Board may establish the following type of Board Committees to assist it with policy advice, District Mission implementation, respective expertise, and, very importantly, to help produce the link between the District and the community:

Board Standing Committee – A Committee created by ordinance, resolution, or formal action of the Board comprised of less than a quorum of the Board and/or external members having continuing subject matter jurisdiction or a meeting schedule fixed by ordinance, resolution, or formal action. Annually, the purpose of an established Standing Committee will be reviewed to determine its relevance.

Board Ad Hoc Committee – A Committee comprised of less than a quorum of the Board and/or external members having a limited term, to accomplish a specific task, is established in accordance with the Board Ad Hoc Committee procedure (Procedure No. W723S01), and will be used sparingly. Annually, the purpose of an established Ad Hoc Committee will be reviewed to determine its relevance.

In keeping with the Board's broader focus, Board Committees will not direct the implementation of District programs and projects, other than to receive information and provide advice and comment.

Accordingly:

- 8.1. When used, Board Standing Committees and Board Ad Hoc Committees will be established so as to reinforce the wholeness of the Board's job and so as to never interfere with delegation from the Board to the BAOs.
 - 8.1.1. Board Standing Committees and Board Ad Hoc Committees are established for a specific purpose as defined by the Board. The committees' purpose may also include a definition in authority and limitation in duration. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the BAOs.
 - 8.1.2. Board Standing Committees and Board Ad Hoc Committees will communicate directly with the Board and will not exercise authority over employees. Therefore, because the BAOs work for

Governance Policies of the Board

the full Board, they will not be required to obtain approval of a Board Standing Committees or Board Ad Hoc Committee before an executive action.

- 8.2. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the BAOs.
- 8.3. Board Committees will conduct their meetings in accordance with the provisions of the Brown Act (Open Meetings Law), even when the Brown Act would not otherwise apply to the committee due to its nature, function, or duration. If an exception of this policy is deemed to be in the best interest of the District, the reason for the exception will be identified at the time the Board or Chair creates the committee.
- 8.4. On an annual basis, the Board of Directors will review the structures, functions, and purposes of the Board Committees to ensure that the Board's needs are being met.

Governance Policies of the Board

Title: Board Committee Structure		
Category: Governance Process		
Policy No. GP-9	Adopted: June 15, 1999 Chair: Larry Wilson	Latest Revision: September 12, 2023 Chair: John L. Varela
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

Nominations of Board members to committees shall be made by the Chair subject to approval by the Board, subject to annual review.

9.1. Board Committees:

- 9.1.1. A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

9.2. Board Members Representation on Board Standing and Ad Hoc Committees:

- 9.2.1. Board members who are not the appointed representatives to Board Standing or Ad Hoc Committees shall be permitted to attend open noticed meetings of such committees only as observers to watch and listen, and not participate in discussion, ask questions or make statements. The non-appointed Board member(s) must observe the meeting from the area designated for members of the public. During the course of the meeting, appointed representatives of Board Standing or Ad Hoc Committees shall not speak to or otherwise engage with non-appointed Board members attending the meeting as observers.

9.3. Board Members Representation on External Committees:

- 9.3.1. Board members shall serve on appointed committees to maintain effective relationships.

Governance Policies of the Board

Title: Cost of Governance		
Category: Governance Process		
Policy No. GP-10	Adopted: September 28, 1999 Chair: Larry Wilson	Latest Revision: April 14, 2026 Chair: Tony Estremera
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

The Board will invest in its governance capacity.

Accordingly:

- 10.1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - 10.1.1. Training and education will be used by Board members to maintain and increase governance skills and understanding.
 - 10.1.2. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - 10.1.3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to public viewpoints and values.
- 10.2. Adequate funds will be proposed by the COB and budgeted annually by the CEO for support of the Board.
- 10.3. Board members will prepare and submit Director's Expense Claim Forms to request per diem and expense reimbursement in accordance with this policy. Board members will include receipts and any other information necessary to demonstrate that reimbursement is consistent with this policy and with Ch. 700, Stats. 2005 (AB 1234). Expense claims must be submitted within a reasonable time after the expense is incurred.
- 10.4. Board members will briefly report on meetings attended at District expense at the next regular Board meeting following the event at which the member is in attendance. On a quarterly basis, a report of the per diem and expense reimbursements of each Board member shall be placed on an open session Board meeting agenda for review and a determination by the Board whether the reimbursements comply with the Board's reimbursement policies adopted pursuant to Section 53232.3 of the Government Code. Only expenses in compliance with those policies may be reimbursed by the District. Directors Quarterly Expense Reimbursement Reports will be placed on the Directors District web page for public viewing.

Governance Policies of the Board

- 10.5 Adequate liability insurance will be provided by the CEO at all times for Board members.
- 10.6 It is the policy of the Board that each Board member attend such meetings, events, conferences, and training as each Board member determines will best enable them to serve the District, including such compensation per day and reimbursement for actual and necessary expenses as may be allowed by law and as authorized by this policy. Board members may only receive compensation for one meeting, per day, regardless of the number of meetings attended.

10.6.1. Per Diem Meetings, Events, and Activities Compensation

After annually making a finding based on substantial evidence that there is an operational need for Board members to be paid for more than 10 meetings in a calendar month, Board members are eligible to receive compensation per day, up to 15 days per calendar month, in accordance with Section 33(c) of the Santa Clara Valley Water District Act, for the meetings, events, and activities listed below, all of which are hereby deemed by the Board to constitute the performance of official duties. For the purpose of making a finding, substantial evidence shall include, but is not limited to, such things as the number of meetings in the prior year that were qualified for compensation pursuant to this policy, and how many and how frequently committee meetings of the Board of Directors occur.

- 10.6.1.1. Regular and Special Meetings of the Board of Directors.
- 10.6.1.2. Regular and Special Meetings of any Standing or Ad Hoc committee of the Board of Directors in accordance with Governance Process Policy 9.2.1, when the attending member is a member of the committee.
- 10.6.1.3. Regular and Special Meetings of any public entity legislative or advisory body of which the District is a member, or at which an agenda item related to the District's business is discussed.
- 10.6.1.4. Meetings with local, state, and federal legislators and/or officials to discuss matters of District concern.
- 10.6.1.5. Meetings of associations of governmental agencies, water policy organizations, and any other body of which the District is a member or which concerns water supply, flood protection, and/or natural resources.
- 10.6.1.6. Conferences and educational workshops open to the public and/or to public agencies such as the District or concern water supply, flood protection, and/or natural resources. Preference should be given to conferences and educational workshops in California in order to minimize out of state travel.

Governance Policies of the Board

- 10.6.1.7. Community events sponsored by or featuring the District, or which concern water supply, flood protection, and/or natural resources, or which concern the relationship of the District to the communities it serves.
- 10.6.1.8. Community meetings at which District projects or programs are presented, featured, or discussed.
- 10.6.1.9. Meetings with District employees and/or District constituents concerning District business.
- 10.6.1.10. Media appearances to discuss District issues (including but not limited to interviews and editorial board meetings).
- 10.6.1.11. Activities constituting direct Board inspection of District operations in accordance with Board-BAO Linkage Policy BL-5.
- 10.6.1.12. Participation in and completion of an approved online ethics course to meet the requirements of Government Code Sections 53234-53235.5, which shall constitute a single meeting.
- 10.6.1.13. Any other meeting, event, or activity approved in advance by the Board.
- 10.6.2. Per Diem Meetings, Events, and Activities Compensation Exclusions
 - 10.6.2.1. No Board member shall be compensated for attendance at a community/business event as a guest of the District, where the District has purchased a seat or table at said event.
- 10.6.3. Per Diem Meetings, Events, and Activities Expense

Board members are eligible for reimbursement for actual and necessary expenses incurred by the Board member for travel/transportation, meals, registration fees, lodging and incidental expenses reasonably incurred by the Board member in connection with meetings, events, and activities described in GP-10.6.1.

 - 10.6.3.1. Travel reimbursement expenses will not exceed the government or group rate for airline, ground transportation, and rental cars where such rate is available. Air transportation will be economy/coach class. Reimbursement for rental cars will be at the midsize level, unless a group of District officials/personnel are traveling together and choose to use a larger vehicle to accommodate the

Governance Policies of the Board

group. Shuttles, taxis, and car services are reimbursable in lieu of car rental. Board members wishing to upgrade flight or rental car class for personal convenience, or to combine personal with business travel thereby resulting in an increased fare, must pay the increased cost over the rates set forth in this policy.

- 10.6.3.2. Mileage reimbursement expenses for use of the Board member's own vehicle will be at the rate established for District employees and in accordance with policies applicable to District employees.
- 10.6.3.3. Lodging reimbursement expenses will not exceed the government or group rate for lodging where such rate is available. Reimbursement for lodging at conferences and organized educational activities will not exceed the maximum group lodging rate published by the activity sponsor if that rate is available at time of booking. Board members wishing to upgrade rooms and/or hotels or to incur additional guest charges will not be reimbursed for the cost difference.
- 10.6.3.4. Meal reimbursement expenses will be provided up to \$60 per day (\$14 for breakfast, \$16 for lunch and \$30 for dinner) for Board members who provide receipts. In addition to the \$60 per day, Board members will be entitled to an additional \$15 per day, with receipts, when traveling to the cities identified by the US General Services Agency as "high cost of living areas" listed below. Board members who do not have receipts may be reimbursed up to \$39 (\$9 for breakfast, \$10 for lunch and \$20 for dinner) per day for meal expenses.

Los Angeles, CA	Boston, MA	New York City, NY
San Francisco, CA	Baltimore, MD	Cincinnati, OH
Denver, CO	Detroit, MI	Pittsburgh, PA
Washington, DC	St. Paul/Minneapolis, MN	Philadelphia, PA
Miami, FL	St. Louis, MO	Dallas, TX
Chicago, IL	Atlantic City, NJ	Arlington, VA
New Orleans, LA	Santa Fe, NM	Seattle, WA

- 10.6.3.5. Incidental expenses, including public transportation to/from airport; parking expenses; fuel for rental cars; tipping in accordance with policies applicable to District employees; expenses related to conducting District business while traveling (such as charges for phone, internet, or facsimile communication), will be reimbursed.

Governance Policies of the Board

10.6.3.6 Cancellations for event registration and travel

- 10.6.3.6.1.1 Board members shall provide adequate notice for the cancellation of events and travel reservations, unless there is an extenuating circumstance.
- 10.6.3.6.1.2 If a Board member cancels a reservation for personal reasons or convenience, they shall be responsible for the costs of any non-refundable expenses.
- 10.6.3.6.1.3 If a cancellation is due to circumstances beyond control, such as illness or personal emergency or to accommodate District needs, the District will cover the costs. Documentation supporting the reason for cancellation may be requested.
- 10.6.3.6.1.4 The Chairperson will determine who is responsible for non-refundable expenses.

10.7. Business-Related Expense Reimbursements

Board members are eligible for reimbursement for actual and necessary expenses incurred by the Board member for the following business-related expenses: communication devices (cell phones/ batteries/chargers), third party charge for internet/phone/fax lines and plans, office equipment and business cards.

10.7.1. Office equipment eligible for reimbursement under GP-10.7. includes:

- Fax/printers
- Fax/printer ink cartridges
- Individual office supplies (pens, day planners, etc);
- Personal digital assistant (PDA) equipment

10.8. Allocated Expense Reimbursements

Board members are eligible for reimbursement for office equipment, communication devices, supplies, publication subscriptions, membership dues, and educational materials utilized by the member for performance of Board duties, up to the amount identified in the Board Resolution Setting Annual Limit of Reimbursement of Directors' Annual and Necessary Expenses.

10.8.1. Publication subscriptions eligible for reimbursement under GP-10.8. include:

- Newspaper/ magazine subscriptions

Governance Policies of the Board

- Periodicals

10.8.2. Membership dues eligible for reimbursement under GP-10.8. include:

- Organization and association memberships relevant to District business/mission (excludes professional memberships, certifications, licenses, etc)

10.8.3. Educational material eligible for reimbursement under GP-10.8. includes:

- Books, videos, DVDs, computer programs (used in course of District business)

10.8.4. Other expenses eligible for reimbursement under GP-10.8. include:

- Business meal overage reimbursement
- District apparel

10.9 Board member compensation and benefits settlement agreements are not confidential.

Governance Policies of the Board

Title: Inclusion, Equal Employment Opportunity, Discrimination/Harassment Prevention, and Diversity		
Category: Governance Process		
Policy No. GP-11	Adopted: August 3, 1999 Chair: Larry Wilson	Latest Revision: September 12, 2023 Chair: John L. Varela
The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.		

The Inclusion Equal Employment Opportunity, Discrimination/Harassment Prevent, and Diversity section was moved to the Board of Directors Code of Ethics and Conduct Policy adopted on September 12, 2023.

Governance Policies of the Board

Title: Conduct of Board Meetings
Category: Governance Process

Policy No. GP-12	Adopted: June 9, 2015 Chair: Gary Kremen	Latest Revision: June 9, 2026 Chair: Tony Estremera
-------------------------	---	--

The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.

12.1. Procedural Rules for Board Meetings (“Rules”)

12.1.1. Basic Motions Subject to Debate

- 12.1.1.1. A motion puts forward a decision for consideration.
- 12.1.1.2. A motion to amend retains the basic motion but modifies it in some way.
- 12.1.1.3. A motion to substitute the motion under discussion eliminates the basic motion and places a new motion before the Board.

12.1.2. Non-Debatable Motions

- 12.1.2.1. A motion to adjourn. Four affirmative votes needed.
- 12.1.2.2. A motion to recess. Four affirmative votes needed.
- 12.1.2.3. A motion to fix the time to adjourn. Four affirmative votes needed.
- 12.1.2.4. A motion to table item under discussion. Four affirmative votes needed.
- 12.1.2.5. A motion to limit time for Board debate. Two thirds vote required.
- 12.1.2.6. A motion calling for a vote on the immediate question. Two thirds vote required.
- 12.1.2.7. A motion to close nomination. Two thirds vote required.
- 12.1.2.8. A motion objecting to Board consideration of an item on the agenda. Two thirds vote required.

12.1.3. A motion to suspend the Rules. Two thirds vote required.

12.1.4. Motion to Reconsider

- 12.1.4.1. A motion to reopen debate and discussion after vote has been taken. Four affirmative votes required.

Governance Policies of the Board

12.1.4.2. Motion must be made at the meeting where item first voted upon or at the very next meeting.

12.1.4.3. Motion must be made by member who voted in majority on original motion.

12.1.5. Courtesy and Decorum

12.1.5.1. Point of Privilege – interrupting a speaking board member to make a ministerial request which addresses physical conditions of the meeting. Chair to inquire why speaker is being interrupted.

12.1.5.2. Point of Order – interrupting a speaking board member questioning whether board meeting is being properly conducted.

12.1.5.3. Appealing Ruling of the Chair. Four affirmative votes needed to reverse Chair's ruling.

12.1.5.4. Call for Order of the Day. Requesting that Board discussion should be redirected to items on published agenda.

12.1.5.5. Withdrawal of motion. Maker of motion seeks to immediately withdraw his/her motion. Motion is withdrawn without debate.

12.1.6. Voting

12.1.6.1. All members of the Board, when present, must vote except as hereinafter provided.

12.1.6.2. A member of the Board who has a conflict of interest regarding any matter being considered by the Board shall declare the conflict and abstain from participating in the Board's deliberation and Decision regarding the matter. A board member so abstaining must leave the Board chambers unless an exception otherwise applies.

12.1.6.3. Any member of the Board, once having answered the call of the roll or having been noted by the Clerk of the Board as being present at a meeting, shall advise the Chair of the Board prior to leaving the Board's Chambers for the remainder of the meeting.

12.1.6.4. The vote on any matter being considered by the Board may be delayed by the Chair of the Board until all members of the Board present for the meeting, and not excused as herein provided, are present at the Board's dais.

12.1.7. Public Comment

Governance Policies of the Board

- 12.1.7.1. Comments from the public on Non-Agenda Items will generally be taken on any item within the subject matter jurisdiction of the Board and not on the published agenda prior to Board discussion on any item of business.
- 12.1.7.2. Comments from the public on Published Agenda Items shall be heard prior to any motion being made by a board member; or, if no motion is appropriate, prior to the Chair of the Board calling the next item of business on the published agenda.

12.2. Unless a higher vote is required by ordinance, resolution, state, or federal law, the affirmative vote of at least four members of the Board shall be required in order for the Board to take action on an item of business or the adoption of any ordinance or resolution.

12.3. The Board, Standing Committees, and Board Ad Hoc Committees shall conduct their meetings in an open and transparent manner by following the California Open Meeting Act and the District Act.

12.4 Technology Disruption

12.4.1 Response to Service Disruption. If a disruption to a meeting's remote access service prevents members of the public from attending or observing the meeting remotely, the following shall occur:

1. The Chair or Clerk of the Board shall immediately announce the disruption to the public.
2. The Chair may then call for a recess of the Open Session or convene in Closed Session, consistent with the Brown Act.
3. The meeting shall remain in recess for at least one hour or until service is restored, whichever is sooner. The recess period may be extended if restoration efforts are ongoing.

12.4.2 Efforts to Restore Service. Valley Water will make good faith efforts to restore remote access services, which may include troubleshooting teleconferencing software, resetting audiovisual equipment, attempting alternative connection methods, contacting necessary support staff or service providers, and switching to back-up equipment, if available. The Clerk of the Board shall document restoration efforts undertaken.

12.4.3 Reconvening the Open Session. The open session may be reconvened after at least one hour has elapsed from the time of disruption or as soon as service is restored, whichever occurs earlier. If the remote access service is restored before or at the time the meeting reconvenes, the meeting shall continue as normal.

12.4.3.1 If service has not been restored, Valley Water may convene and (1) adjourn the meeting, (2) continue the meeting in open session by adopting, by roll call vote, the following finding:

"Valley Water has made good faith efforts to restore telephonic or internet service in accordance with its Technology Disruption Policy, GP-12.4, and the public interest in continuing the meeting outweighs the public interest in remote public access."

Governance Policies of the Board

12.4.3.2 Upon adoption of the finding, Valley Water may continue in open session even though remote access services have not been restored.

12.4.6 Recordkeeping. The Clerk of the Board shall enter a brief statement into the meeting minutes which will include the nature and time of the disruption, the restoration efforts undertaken, the time the meeting was reconvened (if applicable), and any finding adopted related to 12.4.4.

12.4.7 Review and Updates. This policy may be amended by the Board at a noticed public meeting in open session, not on the Consent Calendar.