



**SANTA CLARA VALLEY WATER DISTRICT
BOARD OF DIRECTORS
CODE OF ETHICS AND CONDUCT**

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The Santa Clara Valley Water District (Valley Water) Board of Directors (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 (Directors).

To assure public confidence in the integrity of the Board's commitment to its mission, governance, and its effective and fair operation, the Board has adopted a Code of Ethics and Conduct Policy (Policy). This Policy is designed to immerse Valley Water's Values (see below) into the Board's day-to-day actions and decision-making, and includes the following sections:

- A. Ethics
- B. Conduct
- C. Accountability

Values

Valley Water believes, and will exemplify, the following values:

1. Valley Water is entrusted to serve the public by carrying out its mission for the benefit of the community.
2. Valley Water is committed to providing excellent service to all customers.
3. All individuals are unique and important and will be treated with fairness, dignity, and respect.
4. Valley Water takes pride in its work and is accountable to carry out its responsibilities safely with honesty and integrity.
5. Initiative, leadership, personal development, and training are vital for continuous improvement.
6. Open communication, cooperation, and teamwork are shared responsibilities and essential to the successful performance of Valley Water work.
7. Valley Water is committed to creating an inclusive work environment, which reflects and supports the diversity of the community and enriches our perspectives.
8. Valley Water strives to support a work culture and workplace environment that attracts and retains superior employees empowered to make decisions about, and take responsibility for, how they do their jobs.
9. Valley Water is committed to its employees and supports market based competitive compensation that is equitable and rewards accomplishment and encourages high performance.
10. Valley Water is committed to sustaining a healthy work-life balance for its employees and places a high value on all the things that provide enrichment and fulfillment, including work and career, health and fitness, family and relationships, spirituality, community service, hobbies and passions, intellectual stimulation, rest and recreation.

A. Ethics

The Ethics section of the Policy provides guidance on ethical issues and questions of right and wrong.

1. Act in the Public Interest.

The Board will produce the link between Valley Water and the public.

Directors must have loyalty to Valley Water and community and not be conflicted by loyalties to staff, other organizations or any personal interest.

2. Comply with both the spirit and the letter of the Law and Board Governance Policy.

The Board will enforce upon itself whatever self-control is needed to govern with excellence. Self-control will apply to matters such as attendance, preparation for meetings, timely arrival to and start of meetings, policymaking principles, respect of roles, decorum and ensuring the continuance of governance capability.

3. Respect for Process.

Directors shall perform their duties in accordance with the processes and rules of order established by the Board of Directors governing the deliberation of public policy issues per GP-12, meaningful involvement of the public, and implementation of policy decisions.

4. Conduct of Public Meetings.

Board meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the BAOs.

Board deliberation will be ethical, fair, open, and thorough, but also timely, orderly, and kept to the point and shall avoid personal attacks.

Directors will properly prepare for Board deliberation.

5. Decisions Based on Merit.

Directors shall base their decisions with the public interest in mind on the merits and substance of the matter at hand, rather than on unrelated considerations.

6. Communication.

Directors shall verbally disclose any contact or receipt of substantive information they have received outside of the public decision-making process, including the identity of the person who provided the information, that is relevant to a matter under consideration by the Board prior to considering that matter so that all parties have the opportunity to respond to that information.

7. Conflict of Interest.

Directors must avoid conflict of interest with respect to their fiduciary responsibility in accordance with applicable law, including but not limited to Valley Water's Conflict of Interest Policy, and are obligated by virtue of their office to discharge their responsibilities with integrity and fidelity and are prohibited from placing themselves in a position where their private, personal interests may conflict with their official duties.

8. Gifts and Favors.

In addition to complying with applicable law, Directors shall refrain from accepting any gifts, favors or promises of future benefits which might compromise or appear to compromise their independence of judgement or action.

9. Confidential Information.

Directors will respect the confidentiality appropriate to issues of a sensitive nature.
No Director shall violate the confidentiality of a closed session discussion.

10. Use of Public Resources.

Directors shall not use public resources not available to the general public, such as Valley Water staff time, vehicles, equipment, supplies, land or facilities, for private gain or political or personal purposes.

11. Representation of Private Interests.

No Director shall contact staff on behalf of a party who is bidding or intends to bid on a Valley Water contract or who has or intends to submit a response to a request for proposals or request for qualifications, nor shall a Director inquire about the identity of bidders or proposers prior to the time that staff has made a recommendation for selection of a contractor, vendor, or consultant. Directors are not prohibited from making general inquiries about the status of a particular procurement, or from providing a member of the public with information about the appropriate staff contact concerning procurement of goods and services by Valley Water. Directors are not prohibited from sitting on selection panels where the solicitation is for services that directly report to the Board or Committee they are on so long as no more than one Board member or Committee member participate in the selection panel, no Board member or Committee member interacts with the potential vendor outside of the selection panel interview, and no individual Board member or Committee member participates in the same selection panel more than two (2) consecutive procurement periods.

After issuance of a request for goods or services, Directors are prohibited from communicating with any current or potential vendor, supplier, contractor, or consultant, except as described in this section, until after issuance by the Chief Executive Officer or his/her designee of a decision on any protest relating to the request for goods or services or resultant contract award. Any communications during this period shall be limited to matters unrelated to the request for goods or services or the contract award. Whenever the Director has communicated during the aforementioned period with any current or potential vendor, supplier, contractor, or consultant in violation of these restrictions, the name of the party, the date, and the content of the communications shall be disclosed at the next board meeting after the communication and noted in the minutes.

12. Advocacy.

Directors' interaction with public, press or other entities must recognize the same limitation and the inability of any Director to speak for the Board except to repeat explicitly stated Board decisions.

Directors serving on external committees or other governing bodies shall serve in the best interest of Valley Water unless otherwise required by statute, ordinance, resolution or other legislative action.

Directors are required to state they are speaking for themselves when doing so.

13. Policy Role of Directors.

Directors' interaction with the BAOs or with staff must recognize the lack of authority vested in individual Directors except when explicitly Board authorized.

The Board will cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to initiatives. The Board may use the expertise of individual Directors to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.

The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended results, not on the administrative or programmatic means of attaining those effects.

Directors may not attempt to exercise individual authority over the organization.

14. Positive Workplace Environment.

The Board is committed to providing equal employment opportunity to all persons and to building a diverse work force that values diversity and inclusion.

The Board firmly believes that such a work force provides advantages both internally, in terms of the human resources potential offered by a variety of diverse perspectives, and externally, in increasing Valley Water's ability to respond to the community we serve.

The Board understands that diversity is more than inclusion of gender, racial or cultural groups, that valuing diversity involves respect for all persons, and that valuing diversity requires a positive change in the way we interact with each other and a change in our organizational culture.

Accordingly:

The Board and its Directors will not discriminate, harass, or allow harassment against any applicant, employee, customer, or other person on the basis of sex (which includes pregnancy, childbirth, breastfeeding and medical conditions related to pregnancy, childbirth or breastfeeding), race, religion, color, national origin (including language use restrictions), ancestry, religious creed (including religious dress and grooming practices, political affiliation, disability (mental and physical, including HIV or AIDS), medical condition (cancer and genetic characteristics), genetic information, marital status, parental status, gender, age (40 and over), pregnancy, military and veteran status, sexual orientation, gender identity and gender expression, the exercise of family and medical care leave, the exercise of pregnancy disability leave, or the request, exercise, or need for reasonable accommodation.

The Board commits itself and its Directors to support all actions necessary to make equal employment opportunity at Valley Water a reality for all.

The Board will require that the organization's work environment be one in which all people are welcomed and included, and in which all individuals are unique and important and are treated with fairness and dignity.

The Board will respect all people and seek to accommodate and learn from the different perspectives and values they contribute.

B. Conduct

This section is designed to describe the manner in which Directors should treat one another, Valley Water staff, constituents, and others they come into contact with when representing Valley Water.

The constant and consistent theme through all of the conduct guidelines is "respect." Directors experience huge workloads and tremendous stress in making decisions that could impact thousands of lives. Despite these pressures, Directors are called upon to exhibit appropriate and respectful behaviors at all times.

The professional and personal conduct of Directors must be above reproach and avoid even the appearance of impropriety. *Directors shall support the maintenance of a positive and constructive environment for Valley Water Employees.* Directors will refrain from abusive conduct, personal charges, or verbal assaults upon the character or motives of other Directors, Valley Water employees, stakeholders, or the public.

1. Board Members' Conduct with One Another

Directors have a wide variety of backgrounds, personalities, values, opinions, and goals. Despite this diversity, all have chosen to serve in public office in order to support the community. In all cases, this common goal should be acknowledged even though individuals may "agree to disagree" on contentious issues.

1(a). In Public Meetings

Use formal titles

Directors should refer to one another formally during public meetings, Chair, Vice Chair or Director followed by the individual's last name.

Practice civility and decorum in discussions and debate

Criticism is an essential component of democracy. This does not however, allow Directors to make belligerent, personal, slanderous, threatening, abusive, or disparaging comments. No shouting, unauthorized interruptions or physical actions, such as finger pointing at other Directors, that could be construed as threatening will be tolerated.

Follow the role of the Board Chair in maintaining order

It is the responsibility of the Board Chair to keep Directors on track during public meetings. Directors should honor efforts by the Board Chair to focus discussions on current agenda items. If there is disagreement about the agenda or the Board Chair's actions, Directors should follow Board parliamentary procedure as documented under GP-12: Conduct of Board Meetings to voice their objections politely.

Avoid personal comments that could offend other Directors

If a Director is personally offended by the remarks of another Director, the offended Director should note the actual words used and call for a 'point of personal privilege' that challenges the other Director to justify or retract their language. The Board Chair will maintain control of this discussion.

Demonstrate effective problem-solving approaches

Directors have a public state to show how individuals with disparate points of view can find common ground and seek a compromise that benefits the community as a whole.

Texting, Emailing or Messaging Other Directors

Directors should refrain from texting, emailing or messaging other Directors during public meetings. Discussions should occur verbally on the dais.

Representing the Board

Outside of official Board meetings, individual Directors may represent Valley Water to outside parties in announcing Board-stated positions and decisions. In private settings, Directors may communicate at any time and on any subject with individual Directors [less than a quorum] and may express to them individual viewpoints and opinions. In public, however, all Directors shall state the official policies or positions of the Board.

1(b). In Private Encounters

Continue respectful behavior in private

The same level of respect and consideration of differing points of view that is deemed appropriate for public discussion should be maintained in private conversations.

Be aware of the insecurity of written notes, voicemail messages, emails, text messages and social media messages/posts

Technology allows words written or said without much forethought to be distributed wide and far. Written notes, voicemail messages, emails, text messages and social media messages/posts should be treated as potentially "public" communications.

Even private conversations can have a public presence

Directors are always on display – their actions, mannerisms, and language are monitored by people around them that they may not know. Lunch table conversations will be eavesdropped upon, parking lot debates will be watched, and casual comments between individuals before and after public meetings noted. Cellular phones and other technologies allow for recording of these events with the potential for

recorded conversations and actions being shared via social media.

2. Board Members' Conduct with Valley Water Staff

Directors shall support the maintenance of a positive and constructive environment for Valley Water employees.

Treat all staff as professionals

Treat Valley Water staff with respect. Poor behavior towards staff is not acceptable.

Do not disrupt Valley Water staff from their jobs

Directors should not disrupt Valley Water staff while they are in meetings, on the phone, or engrossed in performing their job functions. Do not attend Valley Water staff meetings unless requested by staff – even if the Director does not say anything, his or her presence could intimidate staff and hampers their ability to do their job objectively.

Never publicly criticize an individual employee, including Board Appointed Officers (BAOs)

Directors should never express concerns about the performance of a Valley Water employee in public, including through social media, to the employee directly, or to the employee's manager. Comments about staff performance should only be made to the appropriate BAO privately.

Do not get involved in administrative details

Directors must not attempt to influence Valley Water staff on administrative details, i.e., making of appointments, hiring of employees, awarding of contracts, or selecting consultants, etc.

Do not solicit political support from staff

Directors should not solicit any type of political support (financial contributions, display of posters or lawn signs, name on support list, etc.) from Valley Water staff. Valley Water staff may, as private citizens with constitutional rights, support political candidates but all such activities must be done away from the workplace and outside of the employee's work hours.

3. Board Members' Conduct with the Public

Directors shall make the public feel welcomed. This is an important part of the democratic process. No signs of partiality, prejudice or disrespect should be evident on the part of individual Directors toward an individual participating in a public forum, or the organization which they represent. Every effort should be made to be fair and impartial in listening to public testimony.

3(a). In Public Meetings

Be welcoming to speakers and treat them with respect and professionalism.

While questions of clarification may be asked, the Director's primary role during public testimony is to listen.

Be fair and equitable in allocating public testimony time to individual speakers

No speaker will be turned away unless they exhibit disruptive behavior as outlined in [Ordinance 22-03 Specifying Rules of Decorum in the Participation of Board and Committee Meetings](#). Each speaker may only speak once during public comment and on individual board agenda items unless the Board Chair or a Director requests additional clarification on specific comments.

The Board Chair will determine and announce limits on speakers at the start of the Board Meeting. Questions should not be asked for the express purpose of allowing a speaker to evade the time limit imposed on all others (e.g., "Was there something else you wanted to say?"). Generally, each speaker will be allocated three minutes to speak during public comment and on individual board agenda items. If many speakers are anticipated, the Board Chair may shorten the time limit and/or ask speakers to limit themselves to new information and points of view not already covered by previous speakers.

Active listening is significant

It is disconcerting to speakers when Directors do not look at them when they are speaking. It is important to avoid facial expressions that could be interpreted as smirking, disbelief, anger, disrespect, or boredom. All electronic devices (cell phones and laptops) should be put away, except for the district-issued iPads necessary to access the published meeting agenda and personal notes.

Maintain an open mind

The public deserve an opportunity to influence the thinking of Directors. To express an opinion before all speakers have addressed the Board casts doubt on the Board's fairness. Directors have the responsibility to hear all viewpoints at a public meeting. Directors must always keep an open mind, and not rush to pre-judge any matter, until all concerned parties (including members of the public and staff) are heard during the public meeting. Directors must not come to a conclusion on a matter until members of the public in attendance have had a chance to speak.

Ask for clarification, but avoid debate and argument with the public

Only the Board Chair – not individual Directors – can interrupt a speaker during a presentation. However, a Director may ask the Board Chair for a point of order if the speaker is off the topic or exhibiting behavior or language the Director finds disturbing, as outlined in [Ordinance 22-03](#)

Specifying Rules of Decorum in the Participation of Board and Committee Meetings. If speakers become flustered or defensive by questions, it is the responsibility of the Board Chair to calm and focus the speaker and to maintain order and decorum. Questions by members of the public testifying should seek to clarify or expand information. It is never appropriate to belligerently challenge or belittle a speaker.

No personal attacks of any kind, under any circumstance

Directors should also be aware of their body language and tone of voice, as well as the words they use, can appear to be intimidating or aggressive.

3(b). In Unofficial Settings

Make no promises on behalf of the Board

Directors will frequently be asked to explain a Board action or to give their opinion about an issue as they talk with community members. It is appropriate to give a brief overview of Valley Water policy and to refer to Valley Water staff for further information. It is inappropriate to overtly or implicitly promise Board action, or to promise that Valley Water staff will do something specific.

Directors' interaction with the public, press or other entities must recognize the same limitations and the inability of any Director to speak for the Board except to repeat explicitly stated Board decisions.

Make no personal comments about other Directors

It is acceptable to publicly disagree about an issue, but it is unacceptable to make derogatory personal comments about other Directors, their opinions and actions.

Remember that Board Members are Leaders

Directors are constantly observed by the community every day that they serve in office. Their behaviors and comments serve as models for proper deportment at Valley Water. Honesty and respect for the dignity of each individual should be reflected in every word and action taken by Directors, 24 hours a day, seven days a week. This is a serious and continuous responsibility.

3(c). Board Correspondence with the Public

The Board receives correspondence from constituents, political officials, organizations, and other groups, via mail, email and hand delivery. The general Board email address, physical mailing address, and email addresses for each individual Director are all listed on the Valley Water website. All correspondence is logged by the Office of the Clerk of the Board and handled in accordance with Board Governance Policy EL-2.6, which states a BAO shall provide correspondence addressed to the Board

to each Director within 7 calendar days from receipt and respond with 14 calendar days of receipt. In those individual situations where it is not possible for the BAOs to respond completely to an inquiry, sending a response to the originator, acknowledging receipt of the inquiry, an explanation of actions being taken, and timelines for preparing the complete response, is acceptable for complying with this 14-day response time. Copies of all correspondence are forwarded to the entire Board via the weekly non-agenda packet. In addition, correspondence is immediately forwarded to the appropriate Director as an FYI, if the subject is relevant to their specific district. Correspondence requiring a response is assigned to the subject matter staff to prepare a draft response for the Board Chair or appropriate Director to approve and a copy of the response is provided in the weekly non-agenda packet for consistency with approved Board Governance Policy EL-2.6.

4. Board Member Conduct When Serving on External Committees/Boards and Personal Interests

Be clear about representing Valley Water or personal interests

When representing Valley Water, the Director must support and advocate the official Valley Water position on an issue, not a personal viewpoint.

C. Accountability

The Policy establishes guiding principles for appropriate conduct and behavior and sets forth the expectations for members of the Board of Directors.

The Policy is intended to be self-enforcing. Directors themselves have the primary responsibility to assure the Policy elements are understood and met. For this reason, current Directors and future elected/appointed Directors shall sign a statement affirming they read and understand the Policy. In addition, the Policy shall be annually reviewed by the Board of Directors and updated as necessary.

I affirm that I have read and that I understand the Santa Clara Valley Water District Board of Directors Code of Ethics and Conduct Policy.

Signature _____

Date _____

Print Name _____

District _____