
Butte County
Resource Conservation District
(BC RCD)

POLICY HANDBOOK

Section IV: Board of Directors

Adopted: _____

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IV. Board of Directors (4000)

- a. POLICY TITLE: Operating Principles of the Board (Norms)**
POLICY NUMBER: 4005

4005.1 IMPLEMENTATION

- The Butte County RCD is committed to practice these norms, whereupon we will evaluate, learn, and adjust according to what we learn.
- Upon the occasion of the occurrence of what appears to be a breach of these norms, we are committed to addressing this perception first to the individual(s) involved, before raising the issue with the Board itself. Because we value learning and improvement, we are committed to debriefing each of these at each of our Board meetings.

4005.2 COMMUNICATION NORMS

- All communication will be accurate and brief.
- Board and staff will attempt to describe our behavior before we engage in it, and actively listen when communicated with.
- Always Check Your Assumptions (C.Y.A.).
- Revisit and display these norms at each Board meeting.

4005.3 PROCESS NORMS

- The Board needs to address and resolve policy issues and set priorities. The Team is committed to doing this by practicing the building of consensus and orderly implementation.
- The Team is committed to the RCD's mission and to work as a team.
- The Team needs to monitor and respond to changes in the market and environment.
- Staff needs to make available all information and analysis of alternatives so that the Board can make "reasoned decisions."
- The Board will jointly discuss and identify its interest(s) prior to establishing a position and negotiating with external organizations.
- All requests from the Board for information/agenda items will be funneled through the District Manager and distributed to all Board members.

4005.3 RELATIONSHIP NORMS

- Create an environment that promotes respect and appreciation between the Board, Staff, Consultants, and customers.
- Fundamental agreement that the focus of RCD's mission is its accomplishments and future vision that meets the needs of its customers.
- Establish, accept and support common purpose and vision.
- The "Team" includes the Board, Staff, Consultants and Membership.

4005.3 CAPACITY NORMS

- Continue the process of hiring qualified personnel.
- Expand education for the Board, Staff and Consultants.
- Expect creative decision-making.
- Maintain competitive advantage by adhering to a policy of updating technology and resources.
- Ensure a cooperative and open work environment.

b. POLICY TITLE: Code of Ethics
POLICY NUMBER: 4010

4010.1 The Board of Directors of the Butte County RCD is committed to providing excellence in legislative leadership that results in the provision of the highest quality services to its constituents and to comply with State laws including AB 1234 (Salinas) approved in 2006. (copy attached as reference)

In order to assist in the governance of the behavior between and among members of the Board of Directors and District staff, the following rules shall be observed.

4010.1.1 The dignity, style, values and opinions of each Director shall be respected.

4010.1.2 Responsiveness and attentive listening in communication is encouraged.

4010.1.3 The needs of the District's constituents should be the priority of the Board of Directors. When a Director believes he/she may have a conflict of interest, the legal counsel shall be requested to make a determination if one exists or not.

4010.1.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

4010.1.5 Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, gossip, backbiting, and other negative forms of interaction.

4010.1.6 Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.

4010.1.7 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board of Directors takes action, Directors should commit to supporting said action and not to create barriers to the implementation of said action.

4010.1.8 Directors should practice the following procedures:

4010.1.8.1 In seeking clarification on informational items, Directors may directly approach professional staff members to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision-making.

4010.1.8.2 In handling complaints from residents and property owners of the District, said complaints should be referred directly to the District Manager.

4010.1.8.3 In handling items related to safety, concerns for safety or hazards should be reported to the District Manager or to the District office. Emergency situations should be dealt with immediately by seeking appropriate assistance.

4010.1.8.4 In presenting items for discussion at Board meetings, See Policy [#5020](#).

4010.1.8.5 In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns should be referred directly to the District Manager or legal counsel.

4010.1.9 If approached by District personnel concerning specific District policy, Directors should direct inquiries to the appropriate staff supervisor or District Manager. The chain of command should be followed.

4010.2 The work of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.

4010.2.1 When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.

4010.2.2 Directors should develop a working relationship with the District Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.

4010.2.3 Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

4010.2.4 Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

c. POLICY TITLE: Attendance at Meetings
POLICY NUMBER: 4020

4020.1 Members of the Board of Directors shall attend all regular and special meetings of the Board unless there is good cause for absence.

d. POLICY TITLE: Expenditure Reimbursement

POLICY NUMBER: 4025

4025.1 Purpose. The purpose of this policy is to prescribe the manner in which District employees and directors may be reimbursed for expenditures related to District business.

4025.2 Scope. This policy applies to all employees and members of the Board of Directors and is intended to result in no personal gain or loss to an employee or director.

4025.3 Implementation. Whenever District employees or directors desire to be reimbursed for out-of-pocket expenses for item(s) or service(s) appropriately relating to District business, they shall submit their requests on a reimbursement form approved by the District Manager. Included on the reimbursement form will be an explanation of the District-related purpose for the expenditure(s), and receipts evidencing each expense shall be attached.

4025.4.1 The District Manager will review and approve reimbursement requests. Reimbursement requests by the District Manager will be reviewed and approved by the Chairperson.

4025.4.2 All expenses must be reasonable and necessary, and employees and directors are encouraged to exercise prudence in all expenditures.

4025.4.3 The most economical mode and class of transportation reasonably consistent with scheduling requirements will be used. In the event a more expensive class of transportation is used, the reimbursable amount will be limited to the cost of the most economical class of transportation available. Reimbursement for use of personal vehicles will be at the applicable IRS-approved rate.

4025.4.4 Expenditures for food and lodging will be moderate and reasonable.

e. POLICY TITLE: Remuneration

POLICY NUMBER: 4030

4030.1 Members of the Board of Directors shall receive a monthly "Director's Fee," the amount of which shall be established annually by the Board at its regular meeting in July and be consistent with applicable state law.

f. POLICY TITLE: Duties of Board Chairperson

POLICY NUMBER: 4040

4040.1 The Chairperson of the Board of Directors shall serve as chairperson at all Board meetings. He/she shall have the same rights as the other members of the Board in voting,

introducing motions, resolutions and ordinances, and any discussion of questions that follow said actions.

4040.2 In the absence of the Chairperson, the Vice Chairperson of the Board of Directors shall serve as chairperson over all meetings of the Board. If the President and Vice President of the Board are both absent, the remaining members present shall select one of themselves to act as chairperson of the meeting.

4040.3 DUTIES Regarding Meetings of the Board

The Chairperson shall preside over and conduct all meetings of the Board of Directors, and shall carry out the resolution and orders of the Board of Directors and shall exercise such other powers and perform such other duties as the Board of Directors shall prescribe including the following:

1. Call the meeting to order at the appointed time;
2. Announce the business to come before the Board in its proper order;
3. Enforce the Board's policies in relation to the order of business and the conduct of meetings;
4. Recognize persons who desire to speak, and protect the speaker who has the floor from disturbance or interference;
5. Explain what the effect of a motion would be if it is not clear to every member;
6. Restrict discussion to the question when a motion is before the Board;
7. Rule on parliamentary procedure; and
8. Put motions to a vote, and state clearly the results of the vote.

4040.4 RESPONSIBILITIES

The Chairperson shall have all the rights to discuss and vote on any issues before the Board, but not to move or second any motion. If the president wishes to move or second a motion he/she must pass the gavel to the Vice-Chairperson and step down as the presiding officer for that particular agenda item. Responsibilities of the Chairperson include:

1. Sign all instruments, act, and carry out stated requirements and the will of the Board;
2. Sign the minutes of the Board meeting following their approval;
3. Appoint and disband all committees, subject to Board ratification;
4. Call such meetings of the Board as he/she may deem necessary, giving notice as prescribed by law;
5. Coordinate the preparation of meeting agendas with the District Manager;
6. Confer with the District Manager or designee on crucial matters which may occur between Board of Directors meetings;
7. Be responsible for the orderly conduct of all Board meetings;
8. Be the Spokesperson for the Board; and
9. Perform other duties as authorized by the Board.

g. POLICY TITLE: Board Secretary
POLICY NUMBER: 4045

4045 The position of Secretary of the Board of Directors is required by state law. The Secretary performs duties including recording of minutes and actions of the Board of Directors and certifying all actions and resolutions of the Board.

4045.1 If for any reason the Chairperson and Vice-Chairperson resign or are absent or disabled, the Secretary shall perform the Chairperson's duties until the position of Chairperson is filled.

4045.2 If for any reason the Chairperson and Vice-Chairperson disqualify themselves from participating in an agenda item or become partisan in the debate on any such item, the Secretary shall perform the duties of the presiding officer.

4045.3 DUTIES of the Secretary

The secretary of the Governing Board shall have the following duties:

1. Certify or attest to actions taken by the Board when required;
2. Sign the minutes of the Board meeting following their approval;
3. Sign the documents as directed by the Board on behalf of the Authority, and sign all other items which require the signature of the Secretary; and
4. Perform any other duties assigned by the Board.

4045.4 RESPONSIBILITIES of the Secretary

It is the responsibility of the Secretary with assistance of the agency District Manager to ensure:

1. Minutes of the Board of Directors meetings are recorded. These recordings are for use by the Secretary only for the purpose of preparing minutes for adoption at the next regularly scheduled meeting of the Board. Upon adoption of these minutes the recording media will be reused;
2. Minutes of each Board meeting are prepared and maintained;
3. Board records and other documents & reports are maintained, as required by law; and
4. Board officers receive the correspondence addressed to them.

h. POLICY TITLE: Legal Counsel and Auditor
POLICY NUMBER: 4048

4048 The Board of Directors shall appoint a Legal Counsel to assist the Board and District in all applicable issues and activities.

4048.1 Legal Counsel shall be the legal adviser of the District and shall perform such duties as may be prescribed by the Board of Directors. Legal Counsel is required to review and approve as to form District legal documents, i.e. contracts, agreements, etc. The Legal Counsel shall present and report on all legal issues and Closed Session items before the Board. The Legal

Counsel shall serve at the pleasure of the Board, and shall be compensated for services as determined by the Board.

4048.1.2 The Legal Counsel reports to the Board as a whole but is available to each director for consultation regarding legal matters particular to that Board members participation. No Board member may request a legal opinion of legal counsel without concurrence by the Board except as such requests relate to questions regarding that member's participation. The Legal Counsel shall be available to the District Manager for consultation on applicable issues and activities.

4048.2 The District Auditor shall be appointed by the Board by a majority vote in a public meeting. The Board shall determine the duties and compensation of the Auditor. The Auditor shall serve at the pleasure of the Board selection of the Auditor shall be done in a noticed public meeting and at least every five years.

4048.2.1 The Board may appoint a committee to oversee the work of an independent auditor, who will report to the Board, to conduct an annual audit of the District's books, records, and financial affairs in accordance with state law and the **Finance Committee Charter for Audit Compliance**. The District Manager will install and maintain an accounting system that will completely and at all times show the financial condition of the District.

i. POLICY TITLE: Members of the Board of Directors
POLICY NUMBER: 4050

4050.1 Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings.

4050.1.1 Information exchanged before meetings shall be distributed through the District Manager, and all Directors will receive all information being distributed.

4050.1.2 Copies of information exchanged before meetings shall be available at the meeting for members of the public in attendance, and shall also be provided to anyone not present upon their request.

4050.2 Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.

4050.3 Directors shall defer to the chairperson for conduct of meetings of the Board, but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed by the Board.

4050.4 Directors may request for inclusion into minutes brief comments pertinent to an agenda item only at the meeting that item is discussed (including, if desired, a position on abstention or dissenting vote).

4050.5 Directors shall abstain from participating in consideration on any item involving a personal or financial conflict of interest. Unless such a conflict of interest exists, however, Directors should not abstain from the Board's decision-making responsibilities.

4050.6 Requests by individual Directors for substantive information and/or research from District staff will be channeled through the District Manager.

j. POLICY TITLE: Committees of the Board of Directors
POLICY NUMBER: 4060

4060.1 The Board President shall appoint such ad hoc committees as may be deemed necessary or advisable by himself/herself and/or the Board. The duties of the ad hoc committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made.

4060.2 The following shall be standing committees of the Board:

4060.2.1 Planning Committee;

4060.2.2 Ordinance Committee;

4060.2.3 Personnel Committee;

4060.2.4 Finance Committee; and,

4060.2.5 Public Relations Committee.

4060.3 The Board President shall appoint and publicly announce the members of the standing committees for the ensuing year no later than the Board's regular meeting in January.

4060.4 The Board's standing committees may be assigned to review District functions, activities, and/or operations pertaining to their designated concerns, as specified below. Said assignment may be made by the Board President, a majority vote of the Board, or on their own initiative. Any recommendations resulting from said review should be submitted to the Board via a written or oral report.

4060.4.1 All meetings of standing committees shall conform to all open meeting laws (e.g., "Brown Act") that pertain to regular meetings of the Board of Directors.

4060.5 The Board's standing Planning Committee shall be concerned with the formulation of plans for arranging, realizing, and/or achieving District goals.

4060.6 The Board's standing Ordinance Committee shall be concerned with proposed ordinances, resolutions and/or District policies, except those pertaining specifically to personnel.

4060.7 The Board's standing Personnel Committee shall be concerned with the functions, activities, operations, compensation and welfare of District staff.

4060.8 The Board's standing Finance Committee shall be concerned with the financial management of the District, including the preparation of an annual budget and major expenditures.

4060.9 The Board's standing Public Information Committee shall be concerned with assuring that information regarding the affairs of the District is adequately and appropriately communicated to its constituents and the public at large.

k. POLICY TITLE: Basis of Authority
POLICY NUMBER: 4070

4070.1 The Board of Directors is the unit of authority within the District. Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act, or expenditure.

4070.2 Directors do not represent any fractional segment of the community, but are, rather, a part of the body that represents and acts for the community as a whole.

l. POLICY TITLE: Membership in Associations
POLICY NUMBER: 4080

4080.1 The Board of Directors shall ordinarily hold membership in and attend meetings of such national, state, and local associations as may exist which have applicability to the functions of the District, and shall look upon such memberships as an opportunity for in-service training.

4080.2 The Board of Directors shall maintain membership in the California Special Districts Association and shall ensure that annual dues are paid when due.

4080.3 The Board of Directors shall maintain membership in the local Chapter of the California Special Districts Association and shall ensure that annual dues are paid when due.

4080.3.1 At the regular Board meeting in July, a member of the Board shall be selected to represent the District in accordance with said chapter's constitution/bylaws, and another member of the Board or staff member shall at the same time be selected to serve as an alternate for the representation.

m. POLICY TITLE: Training, Education and Conferences
POLICY NUMBER: 4090

4090.1 Members of the Board of Directors are encouraged to attend educational conferences and professional meetings when the purposes of such activities are to improve District operation. Hence, there is no limit as to the number of Directors attending a particular conference or seminar when it is apparent that their attendance is beneficial to the District.

4090.1.1 "Junkets" (a tour or journey for pleasure at public expense), however, will not be permitted.

4090.2 It is the policy of the District to encourage Board development and excellence of performance by reimbursing actual expenses incurred for tuition, travel, lodging and meals as a result of training, educational courses, participation with professional organizations, and attendance at local, state and national conferences associated with the interests of the District. Cash advances or use of District credit cards for these purposes is not permitted.

4090.2.1 The Executive Secretary is responsible for making arrangements for Directors for conference and registration expenses, and for per diem. Per diem, when appropriate, shall include reimbursement of expenses for meals, lodging, and travel. All expenses for which reimbursement is requested by Directors, or which are billed to the District by Directors, shall be submitted to the Finance Division Manager, together with validated receipts in accordance with State law.

4090.2.2 Attendance by Directors of seminars, workshops, courses, professional organization meetings, and conferences shall be approved by the Board of Directors prior to incurring any reimbursable costs.

4090.2.3 Expenses to the District for Board of Directors' training, education and conferences should be kept to a minimum by utilizing recommendations for transportation and housing accommodations put forth by the Finance Division Manager and by:

4090.2.3.1 Utilizing hotel(s) recommended by the event sponsor in order to obtain discounted rates.

4090.2.3.2 Directors traveling together whenever feasible and economically beneficial.

4090.2.3.3 Requesting reservations sufficiently in advance, when possible, to obtain discounted air fares and hotel rates.

4090.3 A Director shall not attend a conference or training event for which there is an expense to the District if it occurs after the District has announced his/her pending resignation, or if it occurs after an election in which it has been determined that the Director will not retain his/her seat on the Board. A Director shall not attend a conference or training event when it is apparent that there is no significant benefit to the District.

4090.4 Upon returning from seminars, workshops, conferences, etc., where expenses are reimbursed by the District, Directors will either prepare a written report for distribution to the Board, or make a verbal report during the next regular meeting of the Board. Said report shall detail what was learned at the session(s) that will be of benefit to the District. Materials from the session(s) may be delivered to the District office to be included in the District library for the future use of other Directors and staff.

n. POLICY TITLE: Ethics Training
POLICY NUMBER: 4095

4095 All directors and designated executive staff of the RCD shall receive two hours of training in general ethics principles and ethics laws relevant to public service within one year of election or appointment to the board of directors and at least once every two years thereafter, pursuant to Government Code Sections 53234 through 53235.2.

4095.1 This policy shall also apply to all staff members that the board of directors designates and to members of all commissions, committees and other bodies that are subject to the Ralph M. Brown Open Meeting Act.

4095.2 All ethics training shall be provided by entities whose curricula have been approved by the California Attorney General and the Fair Political Practices Commission.

4095.3 Directors shall obtain proof of participation after completing the ethics training. Applicable costs for attending the training will be reimbursed by the District.

4095.3.1 District staff shall maintain records indicating both the dates that directors completed the ethics training and the name of the entity that provided the training. These records shall be maintained for at least five years after directors receive the training, and are public records subject to disclosure under the California Public Records Act.

4095.4 District staff shall provide the board of directors with information on available training that meets the requirements of this policy at least once every year.

4095.5 Ethics training may consist of either a training course or a set of self-study materials with tests, and may be taken at home, in person or online.

4095.6 Any director of the RCD that serves on the board of another agency is only required to take the training once every two years.

o. POLICY TITLE: Filling of Vacancy(s) on Board of Directors (Trustees)

POLICY NUMBER: 4097

4097.1 The District Board of Directors (Trustees) are elected (or appointed) in accordance with the Principal Act of the District. From time to time a vacancy may occur on the Board for a variety of reasons. This policy is established to provide general guidelines and procedures for filling a vacancy on the Board. Under state law, the District has a total of sixty (60) days in which to take action.

4097.2 The Board of Directors shall be informed immediately of the resignation or death of a member of the Board of Directors. The Board of Directors shall consider whether to act to fill the vacancy, either by appointment or by calling a special election.

4097.3 The District shall notify the county elections official of the vacancy no later than fifteen (15) days after the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later.

4097.4 In cases where the Board determines to appoint a replacement to the Board, the District may publish a public notice of a vacancy and the process for considering candidates in a local newspaper of general circulation. The Board may establish an application and interview process including requiring a resume or application form detailing qualifications and experience of the candidates.

4097.4.1 The District shall post a notice of vacancy in at least three conspicuous places in the District at least fifteen (15) days before the Board makes an appointment. If the Board makes an appointment, the District shall notify the county elections official within fifteen (15) days of making the appointment.

4097.5 The Board may review and invite those candidates that a majority of the Board determine are the most qualified or all of the candidates for an interview before the Board at a public noticed meeting. The Board may then consider the interviewed candidates and vote to determine if a majority of the Board can agree on a selected replacement candidate.

4097.6 If the Board of Directors chooses to call an election, the Board must do so within sixty (60) days of notification of the vacancy or the effective date of the vacancy, whichever is later.

4097.7 All costs for any election shall be identified for consideration by the Board for the decision of appointment or election.

4097.8 A selected replacement Director shall serve out the balance of the term of the position and be subject to reelection under the Principal Act of the District.

4097.9 If the Board fails to take action in the sixty (60) day period, state law provides that the Board of Supervisors may appoint a successor to fill the vacancy.

