GO-2.1 Board of Directors

2.1.1 Purpose
The Board is the governing body of the Association and is responsible for establishing policies to direct the Association’s business. The Board has authority to take any action required to promote the purpose and achieve the mission of providing leadership, advocacy, information, and service to the Association’s members. This policy sets forth the purpose, membership, and powers of the Board, consistent with the limits and provisions of California Nonprofit Corporation Law, the Association’s Bylaws, and other applicable laws.

2.1.2 Membership
The Board will consist of the following members:

1. The Association President and Vice President.
2. The chair and vice chair of each region.
3. The chair of each standing committee.
4. The most Immediate Active Past President.
5. The Vice President of the ACWA/Joint Powers Insurance Authority.

2.1.3 Term of Office
The term of office of all members of the Board will commence on January 1 of the calendar year following election of the President and Vice President, except for those persons who serve on the Board by nature of their position as chairs of standing committees, whose terms will instead commence upon their ratification by the Board. The term of office for all members of the Board will terminate on December 31 of the following odd-numbered year two years later, or when their successors take office.

2.1.4 Attendance
In order to accomplish the overall mission of the Board and to achieve its objectives, Board members are expected to attend and participate in regularly-scheduled Board meetings. Any Board member who misses two consecutive regular Board meetings without being excused by the Board will no longer be a member of the Board.

1. If a region chair or vice chair misses two consecutive meetings of the Association’s Board without being excused, the region board will appoint from among the existing region board a new region officer.
2. If a standing committee chair misses two consecutive meetings of the Association’s Board without being excused, the President will appoint a new committee chair.

3. Board members will contact the Clerk of the Board (Clerk) to request an excused absence. Excused absences require approval of the Board to be effective.

2.1.5 Legal Obligations
California law imposes upon the Board members certain standards of conduct, including an obligation to act: (1) in good faith; (2) in a manner that the director believes to be in the best interest of the Association; and (3) with such care (including reasonable inquiry) as an ordinarily prudent person in a like position would use under similar circumstances.

2.1.6 Duties and Authority
The duties and responsibilities of the Board are as follows:

1. Establish and monitor policies and programs for the overall management and operation of the Association.

2. Identify a strategic vision, core principles, and goals through adoption of a Strategic and Business Plan for each two-year Board term, and annually assess progress toward accomplishing the established goals.

3. Adopt policy principles to direct the Association’s business and advocacy efforts.

4. Determine the organizational structure of the Association, including the hiring and release of the Executive Director.

5. Set performance expectations for the Executive Director.

6. Receive, review, and consider approval of Executive Director recommended compensation, other terms and conditions of employment, and annual evaluations as prepared by the Executive Committee.

7. Ensure the financial health of the Association through conformance with up-to-date fiscal policies and procedures and through ongoing analysis of financial reports.

8. Review and approve the Association’s annual budget prior to its effective date.

9. Set the level of membership dues for the Association.

10. Promote an understanding of the Association’s purposes, goals/objectives, and activities to the membership.

2.1.7 Delegation
Except for the duties listed above, and subject to Article 3, Section 2, of the Bylaws and corporation law, the Board may delegate the supervision, control, and direction of the Association’s affairs to any person...
or group, including a committee, provided the Board retains ultimate responsibility for the actions of such person or group. Where such powers are delegated, the delegation will be documented in writing.

2.1.8 Meetings

2.1.8.1 Regular Meetings
The Board will meet bimonthly each year at times and places set by the Board. The Board will approve an annual meeting schedule prior to the beginning of the meeting year. The approved schedule will be provided to each Board member and posted on the Association’s website.

2.1.8.2 Special Meetings
The President may schedule special meetings according to procedures established in the Bylaws. No business except those items described in the notice will be transacted at any special meeting, except by consent of three-fourths of the Board members present.

2.1.8.3 Closed Session
At any regular or special Board meeting, the Board may adjourn into closed session for discussion of legal and personnel matters or enforcement of violations of the code of conduct. Upon conclusion of the closed session, the President may note actions taken, if appropriate. Actions taken that are not appropriate to be reported in open session will be recorded in the closed session minutes.

2.1.8.4 New Board Member Orientation
A new Board member orientation session will be held at the beginning of each new term in conjunction with the Board’s January planning session.

2.1.8.5 Meeting Procedures
For purposes of effectively conducting the Board’s order of business and to support the full participation and contribution of all Board members, all meetings will be held in person unless specifically identified in the meeting notice as a telephone or video conference meeting. The attendance of 50 percent of the voting members of the Board, or their permitted alternates, will constitute a quorum for the transaction of any business.

Each region will designate an alternate for each chair and vice chair, who will meet the qualification requirements for chair and vice chair, to act as a permitted alternate at Board meetings when the chair or vice chair is unable to attend. The vice chair of each standing committee will be the permitted alternate to act at meetings of the Board when the chair is unable to attend. An alternate may not act or vote on behalf of more than one member of the Board. A Board member may not act as an alternate for any other Board member.

2.1.8.6 Rules of Order
When bringing or debating a motion before the Board, the following process will apply.

The three steps for bringing a motion before the Board are:

1. A Board member makes a motion;
2. Another Board member seconds the motion; and

3. The President states the motion.

Once the motion has been stated by the President, it is open to formal discussion. While only one motion can be considered at a time, and a motion must be disposed of before any other question is considered:

1. A motion may be amended before it is voted on, either by the consent of the Board members who moved and seconded, or by a new motion and second, which is then approved by the Board; or

2. A motion may be tabled before it is voted on by motion made to table, which is then seconded and approved by the Board; or

3. A motion may be rejected without further discussion of or action on the motion by a motion of “objection to consideration,” which is then seconded and approved by the Board; or

4. Further discussion of a motion can be terminated by a motion “to call the question,” which is then seconded and approved by the Board.

Any Board member, including the President, may make or second a motion. The affirmative vote of a majority of the Board members present at a meeting is required to pass a motion.

2.1.8.7 Agenda Preparation
The Clerk will prepare the Board meeting agenda under the direction of the Executive Director. The Clerk will distribute to each Board member the full agenda, including supporting documents, to allow adequate time to prepare for the Board meeting, prior to each Board meeting.

2.1.8.8 Minutes
The Clerk will keep the Board meeting minutes at the Association’s principal office under the direction of the Executive Director. The Clerk will distribute to each Board member the minutes of each meeting at least five days prior to the next Board meeting.

2.1.9 Compensation
Board members will serve without compensation from the Association. The Association will reimburse the President and Vice President for necessary, actual, and reasonable expenses incurred in the performance of their duties while on authorized Association business.
2.1.10 Code of Conduct

2.1.10.1 Introduction
The Board is committed to ensuring that Board members carry out their duties with integrity and respect, and to honorably represent its agency members and the public they serve. The following Code of Conduct establishes ethical standards for Board members’ performance of the duties of office. (Code of Conduct originally adopted by the Board on November 22, 2013, as required pursuant to Article 4, Section 11 of the Bylaws, as amended May 9, 2012.)

2.1.10.2 Code of Conduct
Board members agree to abide by the following:

1. Board members will treat all persons and transactions in a fair and respectful manner when participating in the Association’s activities.

2. Board members will act in accordance with all applicable laws of the United States and the State of California in the performance of their official duties. Not doing so may constitute serious misconduct for the purpose of discipline under this Code of Conduct.

3. Board members will refrain from abusive conduct, and verbal attacks upon the character or motives of other Board members or member agencies, the Association and its staff, or the public. Board members will refrain from actions or behaviors that may be considered unlawful harassment or discrimination, as such behavior may constitute serious misconduct for the purpose of discipline under this Code of Conduct.

4. Board members will abide by the processes and rules of order as established by the Association Bylaws and this Code of Conduct.

5. When acting in their capacity as a Board member, Board members will accurately and honestly represent the official policies and positions of the Association and support and advocate such policies and measures (e.g., local, state, and federal) that serve the best interests of the Association, opposing those of a contrary nature.

6. The Board exercises authority only collectively as a Board. Individual Board members will not state that a matter is the Association’s policy unless the matter has been previously approved by the Board.

7. Board members will not participate in or attempt to influence a Board decision that could have a reasonably-foreseeable impact on their personal or financial interest.

8. Board members will refrain from accepting gifts, favors, or promises of future benefits that might compromise their independent judgment or action as a Board member or give the appearance of being compromised in carrying out their duties as a Board member.

9. Board members will keep confidential Association information that has been provided to them in confidence. Board members will not disclose confidential information without proper
authorization from the Board as a whole or use such information to advance their personal, or private, financial interests. Disclosure or misuse of confidential Association information may constitute serious misconduct for the purpose of discipline under this Code of Conduct.

10. Consistent with Article 3, Section 2(B) and Article 6, Section 2(A) of the Bylaws, individual Board members will refrain from (or the appearance of) directing the day-to-day operations of the Association’s staff, except as may be authorized by the Executive Director to facilitate the performance of their duties as a Board member.

11. In accordance with the Bylaws, the Board may discipline or remove any Board member, including one who violates the rules of the Association or commits a violation determined to be serious misconduct pursuant to this Code of Conduct.

2.1.10.3 Investigation of Complaints
The following sets forth the procedures for investigating complaints against a Board member for a possible Code of Conduct violation. Board discussion of Code of Conduct matters and enforcement of possible violations will be conducted in closed session.

1. Within 45 days of receiving a complaint against a Board member, the Board President, or the Board Vice President, if the complaint is against the Board President, will decide whether to initiate an investigation.

2. In either case, at the next meeting of the Board, the President (or the Vice President for complaints against the President) will inform the Board of the existence of the complaint, of the decision, and in the event of a decision to not initiate an investigation, will provide an explanation to the Board for the decision.

3. The President may refer the complaint of violation to the Executive Director for investigation.

4. The Executive Director may retain a special investigator or special counsel to conduct or assist the investigation.

5. Within 10 days of the President initiating an investigation of a possible Code of Conduct issue/violation, the Executive Director will provide a director accused of a violation with a copy of the complaint.

6. Prior to scheduling a Board action on a complaint, the President will consult with the Executive Committee and the Chair of the Legal Affairs Committee.
2.1.10.4 Enforcement of the Code of Conduct and Discipline of a Board Member

1. The Board will review enforcement decisions at a regular meeting of the Board in closed session.

2. A Board member who takes any hostile or retaliatory action, directly or indirectly, against a complainant is subject to removal from the Board in conformance with Article 4, Section 11.B, of the Bylaws, requiring an affirmative vote of two-thirds of the voting members of the Board.

3. The Executive Director will provide a Board member accused of a violation of the Code of Conduct with at least 15 days’ written notice of any meeting at which a determination of enforcement will be considered.

4. A violation of the Code of Conduct may result in removal, public censure, or private reprimand of a director. Removal or public censure of a member of the Board requires a two-thirds vote of the Board.

5. The Board’s action does not need to be disclosed if the Board finds that the Code of Conduct was violated, and it votes to privately reprimand the Board member in question. If the Board determines that the Code of Conduct was violated and it votes for public censure or removal, the action will be reported. A vote to remove will result in immediate removal from the Board.

References:
California Corporations Code, Bylaws, Articles 3 and 4.

See Administrative Procedure: To be determined.

Revision History:

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<th>Revision Date</th>
<th>Description of Changes</th>
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<tr>
<td>7/31/2015</td>
<td>Initial Release</td>
<td>ACWA Staff and Governance Workgroup</td>
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