

WESTHAVEN COMMUNITY SERVICES DISTRICT

BOARD POLICY AND PROCEDURES MANUAL

August 2008

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Board Policy and Procedures Manual
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1.0 CODE OF ETHICS

The Board of Directors of the Westhaven Community Services District is committed to providing excellence in legislative leadership that results in the provision of the highest quality of services to its constituents. In order to assist in the government of the behavior between and among members of the Board of Directors, the following rules shall be observed.

- 1.1 The dignity, style, values and opinions of each Director shall be respected.
- 1.2 Responsiveness and attentive listening in communication is encouraged.
- 1.3 The needs of the District's constituents should be the priority of the Board of Directors.
- 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.
- 1.5 Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, gossip, backbiting, and other negative forms of interaction.
- 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.
- 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.
- 1.8 Directors should practice the following procedures:
 - 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.
 - 1.8.2 In handling complaints from residents and property owners of the District, said complaints should be referred directly to the Manager.
 - 1.8.3 In handling items related to safety, concerns for safety or hazards should be reported to the Manager or to the District office. Emergency situations should be dealt with immediately by seeking appropriate assistance.
 - 1.8.4 In presenting items for discussion at Board meetings, see Policy 9.0.
 - 1.8.5 In seeking clarification for policy-related concerns, especially those involving

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personnel, legal action, land acquisition and development, finances, and programming, said concerns should be referred directly to the Manager.

- 1.9 When approached by District personnel concerning specific District policy, Directors should direct inquiries to the appropriate staff supervisor. The chain of command should be followed.
- 1.10 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.
- 1.11 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.
- 1.12 Directors should develop a working relationship with the Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.
- 1.13 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.

2.0 ATTENDANCE AT MEETINGS

- 2.1 Members of the Board of Directors shall attend all regular and special meetings of the Board unless there is good cause for absence.
- 2.2 If a Board member misses three consecutive meetings without prior notification, the Board may declare the position vacant and proceed to fill the vacancy in accordance with the provisions of the California Government Code.
- 2.3 If a Board member misses three or more consecutive meetings with prior notification, the Board must vote on whether to accept the absences or to declare the position vacant and proceed to fill the vacancy in accordance with the provisions of the California Government Code.

3.0 REMUNERATION AND REIMBURSEMENT

- 3.1 Members of the Board of Directors shall be reimbursed for all legitimate expenses incurred in attending any meetings or in making any trips on official business of the Board when so authorized. Reimbursement for the cost of the use of a Director's vehicle shall be on the basis of total miles driven and at the rate specified in the Internal Revenue Service Guidelines in effect at the time of the vehicle usage. To receive reimbursement, Directors must have on file with the District a copy of their current auto insurance and driver's license.

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4.0 BOARD PRESIDENT

- 4.1 The President 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.
- 4.2 In the absence of the President, the Vice President shall act as chair. In the absence of both the President and the Vice President, the remaining members present shall select one of themselves to act as chairperson of the meeting.

5.0 MEMBERS OF THE BOARD OF DIRECTORS

- 5.1 Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or be provided by a Director or Directors to the staff and the Board of Directors before meetings. Information that is provided before meetings shall be distributed through the Secretary, all Directors will receive all information being distributed, and this information shall not be discussed between Directors except at meetings of the Board of Directors.
- 5.2 Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.
- 5.3 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.
- 5.4 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).
- 5.5 Directors shall abstain from participation 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.

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

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6.0 COMMITTEES OF THE BOARD OF DIRECTORS

- 6.1 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.

7.0 BASIS OF AUTHORITY

- 7.1 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.
- 7.2 Directors do not represent any fractional segment of the community, but are, rather, a part of the body which represents and acts for the community as a whole.

8.0 BOARD MEETINGS

- 8.1 How the agenda for meetings of the Board of Directors is compiled and how and where the agenda is posted; how and when notice is given for Board of Directors meetings; when, where and under which circumstances those meetings occur, shall be according to the provisions of Articles 4 and 5 of District Ordinance 06-2, which is attached as an appendix to this Policies and Procedures Manual.
- 8.2 The President shall determine the order in which agenda items shall be considered for discussion and/or action by the Board.
- 8.3 The President and the Manager shall insure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate.
- 8.4 Any Director may contact the Board President or Manager and request any item to be placed on the agenda. This request must be made in time for the President or Manager to forward the information to the Manager and/or Board Secretary no later than 5:00 o'clock P.M. on the last business day of the week prior to posting of the agenda.

Any and all items of business including supporting material that will be placed on the Agenda for the regular monthly meeting of the Board shall be delivered to the President or Manager no fewer than seven (7) days prior to the meeting.

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- 8.5 Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:
- 8.5.1 The request must be in writing and be submitted to the Manager together with supporting documents and information, if any, at least seven (7) days prior to the date of the meeting;
 - 8.5.2 The President or Manager shall determine whether the public request is or is not a "matter directly related to District business."
 - 8.5.3 No matter which is legally a proper subject for consideration by the Board in closed session will be accepted under this policy;
 - 8.5.4 The Board of Directors may place reasonable limitations on the total time to be devoted to a public request issue at any meeting, and may reasonably limit the time allowed for any one person to speak on the issue at the meeting.
- 8.6 This policy does not prevent the Board from taking testimony at regular and special meetings of the Board on matters which are not on the agenda which a member of the public may wish to bring before the Board. However, the Board shall not discuss or take action on such matters at that meeting.

9.0 BOARD MEETING CONDUCT

- 9.1 Meetings of the Board of Directors shall be conducted by the Chairperson in a manner consistent with the policies of the District.
- 9.2 All Board meetings shall commence at the time stated on the agenda.
- 9.3 The Conduct of meetings shall, to the fullest possible extent, enable Directors to:
- 9.3.1 Consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems; and,
 - 9.3.2 Receive, consider and take any needed action with respect to reports of accomplishment of District operations.
- 9.4 Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:
- 9.4.1 Five (5) minutes may be allotted to each speaker and a maximum of twenty (20)

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minutes to each subject matter;

- 9.4.2 No rowdy conduct shall be permitted at any Board meeting. Persistent rowdy conduct shall be grounds for summary termination, by the Chairperson, of that person's privilege of address.
- 9.4.3 All charges or complaints against employees shall be submitted to the Board of Directors in writing.
- 9.5 While the Board is in session, order and decorum shall be preserved. No person shall, by conversation or otherwise, delay, disrupt, prevent or interrupt the proceedings of the Board. Neither shall any person, by conversation or otherwise, delay, disrupt, prevent or interrupt any Board member or member of the public while recognized to speak.
 - 9.5.1 Any person who shall willfully disrupt a meeting, shall be forthwith barred by the presiding officer from further attendance at said meeting. Should such person refuse to leave, an officer of the law will, at the direction of the presiding officer, be immediately called by the secretary or manager of the District. The meeting will then be suspended, and, at the discretion of the Board, the room may be cleared, until such time as order can be restored.
 - 9.5.2 The Board may adopt reasonable regulations, including time limits on public testimony on particular issues and for each individual speaker. The public need not be given an opportunity to speak on an item that has already been considered by the Board at a public meeting, if the public had the opportunity to speak on the item before or during its consideration, and if the item has not been substantially changed.
 - 9.5.3 No action or discussion, on the part of the Board, can take place on an item not on the posted agenda except under those emergency conditions allowed by the Brown Act under Section 54954.2 (b). The Board, at its discretion, may give brief answers to questions or comments by the public as permitted in Brown Act Section 54954.2 (a).

Members of the public with questions on non-agenda items, or with questions that the Board deems too lengthy for immediate consideration, will be referred to Resolution 94-3: A Resolution Concerning Provision of Information About the District to the Public.

10.0 BOARD ACTIONS AND DECISIONS

- 10.1 The Responsibilities and Functions of the Board are determined by Section 401 of Board Ordinance 06-2, attached as an Appendix to this Policies and Procedures Manual..

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10.2 Action can only be taken by the vote of the majority of the Board of Directors. Three (3) Directors represent a quorum for the conduct of business. Actions taken at a meeting where only a quorum is present, therefore, require all three (3) votes to be effective (unless a 4/5 vote is required by policy or other law).

10.2.1 A member abstaining in a vote is considered as absent for that vote.

Example: If 3 of 5 Directors are present at a meeting, a quorum exists and business can be conducted. However, if 1 Director abstains on a particular action and the other 2 cast "aye" votes, no action is taken because a "majority of the Board" did not vote in favor of the action.

Example: If an action is proposed requiring a two-thirds vote and 2 Directors abstain, the action can not be approved because 4 of the 5 Directors would have to vote in favor of the action.

Example: If a vacancy exists on the Board and a vote is taken to appoint an individual to fill said vacancy, 3 Directors must vote in favor of the appointment for it to be approved. If 2 of the 4 Directors present abstain, the appointment is not approved.

10.3 The Board may give directions which are not formal action. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the Manager.

10.3.1 The Chairperson shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the Chairperson, a voice vote may be requested.

10.3.2 A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as refer the matter to the Manager for review and recommendation, etc.).

10.3.3 Informal action by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board meeting during which said informal action is taken.

11.0 REVIEW OF ADMINISTRATIVE DECISIONS

11.1 The provisions of Section 1094.6 of the Code of Civil Procedure of the State of California shall be applicable to judicial review of all administrative decisions of the Board of Directors pursuant to the provisions of Section 1094.5 of said code. The provisions of Section 1094.6 shall prevail over any conflicting provision and any otherwise applicable law, rule, policy or regulation of the District, affecting the subject matter of an appeal.

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- 11.2 This policy affects those administrative decisions rendered by the Board of Directors governing acts of the District, in the conduct of the District's operations and those affecting personnel operating policies.
- 11.3 The purpose of this policy is to insure efficient administration of the District, and the expeditious review of decisions rendered by the Board of Directors.

12.0 MINUTES OF BOARD MEETINGS

- 12.1 The Secretary of the Board of Directors shall keep minutes of all regular and special meetings of the Board.
 - 12.1.1 Copies of said minutes shall be made for distribution to Directors with the agenda for the next regular Board meeting.
 - 12.1.2 The official minutes of the regular and special meetings of the Board shall be kept in a fire-proof vault or in fire-resistant, locked cabinets.
- 12.2 A video and/or audio tape recording of any meeting of the Board of Directors, including closed sessions, may be made at the request of the Secretary, Manager or any Director when such request is approved by a majority of the whole Board.
 - 12.2.1 The Chairperson will announce the fact that a recording is being made at the beginning of the meeting, and the recording device shall be placed in plain view of all present, so far as is possible.
 - 12.2.2 Recordings made during closed sessions of the Board are deemed not to be public records.
 - 12.2.3 The recordings, tapes, discs or other electronic data/information storage devices shall be kept in fire-resistant, locked cabinets or in a fire-proof, locked vault.
- 12.3 Motions, resolutions or ordinances shall be recorded as having passed or failed, and individual votes will be recorded unless the action was unanimous.
 - 12.3.1 All resolutions and ordinances adopted by the board shall be numbered consecutively starting new at the beginning of each calendar year.
- 12.4 The minutes of board meetings shall be maintained as hereinafter outlined.

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Procedure:

- 12.4.1 Date, place and type of each meeting;
- 12.4.2 Directors present and absent by name;
- 12.4.3 Call to order;
- 12.4.4 Arrival of tardy Directors by name;
- 12.4.5 Pre-adjournment departure of Directors by name, or if absence takes place when any agenda items are acted upon;
- 12.4.6 Adjournment of the meeting;
- 12.4.7 Record of written notice of special meetings; and,
- 12.4.8 Record of items to be considered at special meetings.

Board Actions:

- 12.4.9 Approval or amended approval of the minutes of preceding meetings;
- 12.4.10 Complete information as to each subject of the Board's deliberation;
- 12.4.11 Complete information as to each subject including the roll call record of the vote on a motion if not unanimous;
- 12.4.12 A record of all contracts entered into;
- 12.4.13 All employments and resignations or terminations of employment within the District;
- 12.4.14 A record of all bid procedures, including calls for bids authorized, bids received and other action taken;
- 12.4.15 A record by number of all warrants approved for payment;
- 12.4.16 Adoption of the annual budget;
- 12.4.17 Financial reports, including collections received and deposited and sales of District property, shall be presented to the Board every month;
- 12.4.18 A record of all important correspondence;
- 12.4.19 A record of the Manager's report to the Board;
- 12.4.20 Approval of all policies and Board-adopted regulations; and,
- 12.4.21 A record of all visitors and delegations appearing before the Board.

13.0 APPOINTMENT OF DIRECTORS

- 13.1 The appointment of Board members to fill a vacancy on the District Board is governed by various sections of the State of California Government Code Section 1780-1782, Elections Code from which this Policy is extracted.
- 13.2 In the event of a Board vacancy, the District shall notify Humboldt County Elections Office of the vacancy no later than 15 days following either the date on which the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later.
 - 13.2.1 Within 60 days following the effective date of the vacancy, the

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District Board shall either:
appoint a person to fill the vacancy or
call for an election to fill the vacancy.

13.2.2 If the District Board neither makes an appointment nor calls for an election then the Humboldt County Board of Supervisors may make the appointment or may call for an election to fill the vacancy within 90 days of the effective date of vacancy.

13.2.3 If the Board of Supervisors neither makes an appointment nor calls for an election to fill the vacancy within 90 days, then the District Board shall call for an election.

13.2.4 If an election is to be held, it shall be held on the next available election date, provided in Chapter 1, (commencing with Section 1000) of Division 1 of the Elections Code, 130 or more days after the Board of Directors is notified of the vacancy or the effective date of the vacancy, whichever is later.

13.4 Notwithstanding any other provision of this section, if the number of remaining Board members falls below a quorum, the Humboldt County Board of Supervisors, at the request of the WCSD Secretary or a remaining WCSD Board member, shall immediately appoint a person to fill the vacancy or may call an election to fill the vacancy.

13.4.1 As regards Section 13.4, the Humboldt County Board of Supervisors shall only fill enough vacancies by appointment or by election, to provide the WCSD Board with a quorum.

13.5 Whenever a vacancy occurs in the office of President, the Vice President shall perform the duties of the President for the remainder of the unexpired term or until the Board selects a new President.

13.6 Whenever a vacancy occurs in the office of the Vice President, the Board shall elect one of its members to serve the unexpired term.

13.7 PROCEDURE TO APPOINT

13.7.1 If the Board of Directors elects to make an appointment, authorization of a Notice of Vacancy must occur as a duly published Board meeting agenda item. The Notice of Vacancy shall be posted in three or more conspicuous places in the District at least 15 days prior to making an appointment.

13.7.2 The Notice shall include information about the time, date, and

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place to file applications and the date of the Board meeting where the appointment will be made. The Notice shall also state that any applicant must be a registered voter and a resident of the District.

13.7.3 All applications received by the deadline stated in the Notice shall be considered.

13.7.4 The appointment shall be placed on the Agenda as an Action Item and voting shall take place in a public forum. The applicant receiving a majority of votes of the remaining Board members shall be appointed to fill the vacancy.

13.7.5 Each applicant will be interviewed in open session by the remaining Board members at the beginning of the Board meeting where the selection will be made, as stipulated in the Notice.

13.7.6 All applicants shall be present at the time of interviews.

13.7.7 At the beginning of the interview applicants will be thanked for their interest and attendance and introduced to each individual Board member by the Chairperson. The Chairperson will then inform the applicant that the interview will consist of some questions designed not to have a “right” or “wrong” answer, but instead to allow the applicant to express themselves in several areas which will aid the Board members in the selection process.

13.7.8 To facilitate the direct comparison of individual applicant thought processes and insights in the selection procedure, each applicant will be presented the same questions in the same order by the Chairperson for response. Order of applicant responses should be changed for each question so that all applicants have an equal chance of being the first applicant to respond to a particular question.

13.7.9 At the conclusion of all interviews, voting shall take place in open session and shall be as follows:

13.7.9.1 For all rounds of voting the making, distribution, collection and tallying of the ballots will be carried out by the District Secretary.

13.7.9.2 Board members shall adopt ranked-choice voting, indicating their preferences (1=top choice, 2= second choice, etc.) for all applicants. If an applicant wins a majority of first-preference votes, he or she is declared the newly appointed Director. If no applicant wins a majority of first-preference votes, the applicant with the fewest first-preference votes is eliminated. First-preference votes cast for the failed candidate are eliminated, lifting the second-preference choices indicated on

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those ballots. A new tally is conducted to determine whether any applicant has won a majority of the adjusted votes. The process is repeated until an applicant wins an outright majority.