

## MODESTO IRRIGATION DISTRICT

### BOARD MEMBER CODE OF CONDUCT

This Code of Conduct is intended to describe the manner in which Board members shall treat one another, District staff, ratepayers, and others they come into contact with in representing the District. The theme of the Code of Conduct is "respect." Board members experience huge workloads and tremendous stress in making decisions that could impact thousands of lives. Despite these pressures, Board members are called upon to exhibit appropriate behavior at all times. Demonstrative respect for each individual through words and actions is the touchstone that can help guide Board members in doing the right thing, even in the most difficult situations.

1. Board members shall bring their talents, time, and commitment to furthering the organization's mission and goals. Board members shall demonstrate loyalty to the interests of the District owners and ratepayers. This supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's activities.
  - a. Board members shall discourage former Board members from attempting to influence the Board, individual Board members or staff, on behalf of any third party (other than a government entity) from whom the former Board member is receiving compensation, on any matter that the former Board members substantially participated in during his or her tenure with the Board. This provision shall not apply to: (i) communications by a former Board member acting in his or her capacity as an individual or ratepayer and for which the Board members receives no compensation; or (ii) communications with a former Board member who has not been a Board member for more than two years.
  - b. Board members shall disclose any investments and positions of authority held in a business for which disclosure is required under the Political Reform Act.
  - c. Board members shall not solicit any type of political support from District employees, at the workplace, or by using the MID employee directory, or the MID email, or email list. District employees, in their capacity as private citizens, with constitutional rights, may support political candidates running for an MID Board seat. This includes but is not limited to financial contributions, precinct walking, posters, support list and lawn signs.
2. Board members shall conduct themselves in accordance with the highest standards of civility, decorum, integrity, and respect at all times with one another,

with staff, media, and with members of the public.

- a. Board members shall, with the utmost care, avoid any appearance of impropriety to ensure and maintain public confidence in the District.
  - b. Board members shall not engage in or condone any form of harassment or discrimination.
  - c. Board members shall conduct themselves in accordance with all laws and all of the District's bylaws and policies. As also required by law, Board members shall respect the confidentiality appropriate to issues regarding personnel, real estate transactions, proprietary matters, and attorney-client privileged communications.
3. Board members shall not attempt to exercise individual authority over the organization or staff except as explicitly set forth in Board policies.
- a. Board members shall recognize the lack of authority vested in them as individuals in their interactions with the General Manager or with staff, except where explicitly authorized by the Board.
  - b. In their interactions with the public, press, and other entities, Board members shall recognize the same limitation of any Board member to speak for the Board or for other Board members except to repeat explicitly stated Board decisions.
  - c. Routine secretarial support will be provided to all Board members. Requests for additional staff support will be made to the General Manager.
  - d. The Board and individual Directors are discouraged from dealing directly with any employee except as provided for in this Code of Conduct.
4. Board members shall at all times endeavor to express their individual opinions in a responsible manner, without causing harm to the District, to the District's owners and customers, or to other Board members and staff.
- a. Each member of the Board shall support the legitimacy and authority of the decisions of the Board concerning any matter, irrespective of the member's personal position.
  - b. Board members may publicly criticize the decisions of the District so long as they make it clear that it is their opinion, and not the opinion of the Board or other Board members, and so long as it complies with the limitations set forth in these policies. Board members are encouraged to notify the General Manager in advance when they plan to speak publicly

in opposition to District decisions and policies.

5. The General Manager shall implement policies approved by the Board.
  - a. The Board shall establish policies and determine whether the General Manager is implementing policies. The Board is not responsible for the day to day management or operations of the District.
  - b. The Board and individual Directors may question the General Manager with respect to the development and implementation of District policy. The Board, but not the individual Directors, may direct the General Manager with respect to the development and implementation of District policy.
  - c. The General Manager shall recommend policy to the Board.
  - d. The General Manager is the chief executive officer of the District. The General Manager shall report directly to the Board. The General Manager shall have full charge and control of the affairs of the District consistent with the policies established by the Board.
  - e. The General Manager shall plan facilities adequately to meet the needs of the District.
  - f. The General Manager shall supervise the operation and maintenance of facilities.
  - g. The General Manager shall administer personnel and implement policies approved by the Board.
  - h. If an emergency arises and there is insufficient time to notify the Board, the General Manager may take appropriate and reasonable action otherwise within the Board's jurisdiction. The General Manager shall report such action to the Board as soon as convenient.
6. Members of the Board who intentionally and repeatedly do not follow proper conduct may be reprimanded or formally censured by the Board, lose seniority or committee assignments, or have official travel restricted. Serious infractions of the Code of Conduct may lead to other sanctions as deemed appropriate by the Board.
  - a. Board members should point out the offending infractions. If offenses continue, then the matter should be referred to the Board Chair. If the Board Chair is the individual whose actions are being challenged, then the matter shall be referred to the Vice Chair.

- b. The Board Chair shall initiate action if a Board member's behavior may warrant sanction. If the Board Chair takes no action, the alleged violation(s) may be brought up with the full Board in a public meeting.
- c. If a violation(s) of the Code of Conduct is outside of the observed behaviors by the Board Chair or Members, the alleged violation(s) should be referred to the Board Chair. The Board Chair should ask the General Manager and/or Chief Counsel to investigate the allegation and report the findings to the Board Chair. It is the Board Chair's responsibility to take the next appropriate action. These actions can include, but are not limited to, discussion and counseling of the individual, recommending sanction to the full Board to consider in a public meeting, and forming a Board ad hoc subcommittee to review the allegation(s), the investigation and findings, and recommend sanction options for Board consideration. Board ad hoc subcommittee hearings shall be videotaped.

**RESOLUTION NO. 2008-49  
APPROVING THE MODESTO IRRIGATION DISTRICT'S  
BOARD MEMBER CODE OF CONDUCT**

WHEREAS, the Modesto Irrigation District Board Member Code of Conduct is intended to describe the manner in which Board members shall treat one another, District staff, ratepayers and others they come into contract with representing the District.

BE IT RESOLVED, That the Board of Directors of the Modesto Irrigation District does hereby approve the Modesto Irrigation District Board Member Code of Conduct as attached hereto.

Moved by Director Kidd, seconded by Director Van Groningen, that the foregoing resolution be adopted.

The following vote was had:

Ayes: Directors Hensley, Kidd, Van Groningen and Warda

Noes: Directors None

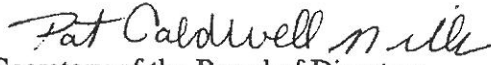
Absent: Directors None

Abstain: Director Serpa

The President declared the resolution adopted.

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I, Pat Caldwell Mills, Secretary of the Board of Directors of the Modesto Irrigation District, do hereby CERTIFY that the foregoing is a full, true and correct copy of a resolution duly adopted at a special meeting of said Board of Directors held the 18<sup>th</sup> day of March 2008.

  
Secretary of the Board of Directors  
of the Modesto Irrigation District

1170