



COMMISSIONER PROTOCOL MANUAL

LAKE WHATCOM WATER & SEWER DISTRICT

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FOREWORD

In the course of serving as a public official, there are a myriad of issues with which you will become involved. This protocol manual attempts to centralize information on common issues related to your role as a member of the Board of Commissioners.

The issues that are addressed in this publication are often complex and subjective. This manual is intended to be a guide and is not a substitute for the counsel, guidance, or opinion of the District's legal counsel.

The Board of Commissioners has formally adopted the protocols included in this reference document. Provisions contained herein will be reviewed as needed. The Board, by majority vote, in its sole discretion, reserves the right to revise this protocol manual at any time, without notice.

Chapter 1—Introduction and Overview

As a member of the Board of Commissioners (Commissioner), you not only establish important and often critical policies for the Lake Whatcom Water and Sewer District (District), you are also a board member of a municipal corporation having an annual operating budget of several million dollars. The scope of services and issues that you will deal with as a Commissioner will go beyond that which is reported publicly. Your service will likely have long term impact on the operations of the District for some time into the future. This document is intended to help you in understanding your role as a steward of the District and its resources.

1.01 Purpose of the Protocol Manual

The District has developed this protocol manual to assist the Board of Commissioners (Board) by documenting accepted practices and clarifying expectations. Administration of District affairs is greatly enhanced by the agreement of the Board and staff to be bound by these practices. While attempting not to be overly restrictive, procedures are established so that expectations and practices can be clearly articulated to guide Commissioners in their actions. This protocol manual does not restrict or expand Board authority from the authority granted in state or local law or District resolution.

1.02 Overview of Basic District Documents

This protocol manual provides a summary of important aspects of Board activities. However, it cannot incorporate all material and information necessary for undertaking the business of the District. Many other laws, plans, and documents exist which bind the Commissioners to certain courses of action and practices. The following is a summary of the most notable documents, which establish Board direction.

A. Mission and Goals

Our mission is to provide the best possible water and sewer services to District customers in a cost efficient manner, and in a way that contributes to protecting Lake Whatcom's water quality.

We strive:

- To provide safe and reliable drinking water with sufficient capacity to meet fire flow requirements and sewage collection to District customers.
- To establish connection charges and utility rates necessary to maintain the District's financial viability.
- To protect the natural resources within the Lake Whatcom watershed through cooperative efforts with other community and governmental organizations.
- To be recognized as an outstanding public utility that is responsive to the diverse expectations of its customers.
- To maintain the District's facilities through effective planning, prevention, and corrective maintenance practices.
- To provide sewer and water service to those portions of the District as may reasonably be served.
- To have an organization environment that is responsive to customer needs, promotes teamwork and a safe work environment, and allows all people to achieve their full potential.

B. District Administrative Code

The administrative code contains District regulations adopted by resolution. In addition to those administrative matters, the administrative code contains a variety of regulations including, but not limited to, health and safety issues and development-related standards.

C. Personnel Policies Manual

It is the policy of the District to uphold, promote, and demand the highest standards of ethics from all of its elected officials and staff. Accordingly, District employees are expected to maintain the utmost standards of personal integrity, truthfulness, honesty, and fairness in carrying out their public duties; avoid any improprieties in their roles as public servants; and never use their District position or powers for personal gain. The Personnel Policies Manual serves as an overall guideline for staff conduct.

D. Revised Code of Washington

Numerous state statutes and administrative regulations govern the operation of all local governments, including the District. The District is a special purpose district that is vested with all of the powers set forth in [Title 57 Revised Code of Washington](#) (RCW).

E. Annual Budget

The annual budget is the primary tool and road map for accomplishing the goals of the District. The budget document is the result of one of the most important processes the District undertakes. By adopting the annual budget, the District makes policy decisions, sets priorities, allocates resources, and provides the framework for District operations. The District's financial year runs from January 1 through December 31. The budget should be prepared and adopted by no later than December 31 of the preceding year.

F. Financial Reports

Periodic financial reports include the financial condition of the District as reflected in the balance sheet, the results of operations as reflected in income statements, and related cash and investment reports. The annual financial report includes the financial statements of the District for a calendar year. It includes the financial condition of the District as reflected in the balance sheet, the results of operations as reflected in income statements and related footnotes.

G. Comprehensive Plans

Pursuant to [Chapter 57.16 RCW](#), water and sewer comprehensive plans address the District's long-range planning needs relative to the operation and maintenance of water and sewer infrastructure of the District. Comprehensive plans are reviewed on an ongoing basis, and revised as required by State law.

H. Six-year Capital Improvement Plan

The Six-year Capital Improvement Plan serves as a guide for determining priorities, planning, financing, and constructing capital projects which add to, support, or improve the physical infrastructure, capital assets, or productive capacity of the District. The Capital Improvement Plan also serves as the basis for the District's long-range planning and comprehensive plans.

1.03 Orientation of New Commissioners

It is important for Commissioners to gain an understanding of the full range of services and programs provided by the District. As new members join the Board, the General Manager will host an orientation program that provides an opportunity for Commissioners to tour District facilities and meet with key staff within the first quarter of taking office. Training opportunities for new

Commissioners include the Washington Association of Water and Sewer Districts-sponsored annual Commissioner Workshop (typically offered each January) and Open Public Meetings Act training available online (see section 7.09.D). At any time, if there are facilities or programs about which you would like more information, arrangements will be made to increase your awareness of these operations and opportunities.

Chapter 2—Board of Commissioners General Powers and Responsibilities

2.01 Board of Commissioners

Fundamentally, the powers of the Board are to be utilized for the good of the District’s ratepayers. The Board is the policy making body of the District. State law, in particular [Title 57 RCW](#), and District resolutions establish the powers and responsibilities of the Board.

It is important to note that the Board acts as a body. No member has any extraordinary powers beyond those of other members. When it comes to establishing policies, voting, and in other significant areas, all members are equal. It is also important to note that policy is established by a majority vote of the Board. While individual members may disagree with decisions of the majority, a decision of the majority binds the Board and District to a course of action. Commissioners must respect adopted Board policy. In turn, it is staff’s responsibility to ensure the policy of the Board is upheld and carried out.

Actions of staff to pursue the policy direction established by a majority of the Board do not reflect any bias against Commissioners who held a minority opinion on an issue.

In order to uphold the integrity of the Board, and to provide proper checks and balances, Commissioners must refrain from becoming directly involved in the administrative affairs of the District. As the Board is the policy making body and the adopter of resolutions, its involvement in the day to day operations of the District or the enforcement of resolutions through other than legislative means would only damage the credibility of the system.

The Board and its members shall not give orders to any subordinate of the General Manager and will deal with the staff through the General Manager or his/her designee. While it may hold executive sessions to discuss and review certain personnel matters, the Board is not prohibited, during open session, from fully and freely discussing with the General Manager anything pertaining to appointments and removals of District employees. See also Chapter 5, below.

2.02 Role of Commissioners

Commissioners are collectively responsible for establishing policy, adopting an annual budget, and providing vision and goals to the General Manager. The following outline is a brief description of the various duties of Commissioners. The description is not intended to be comprehensive, but rather it is an effort to summarize the primary responsibilities of the Board.

Summary of Board Duties and Responsibilities

1. Establish Policy
 - a) Adopt goals and objectives
 - b) Establish priorities
 - c) Approve/amend the operating and capital budgets
 - d) Approve contracts
 - e) Adopt resolutions

2. Supervision of General Manager
 - a) Appoint the General Manager
 - b) Evaluate the performance of the General Manager
3. Provide Public Leadership
 - a) Promote representative governance
 - b) Mediate conflicting interests while building a consensus
 - c) Communicate the District's vision and goals to ratepayers
 - d) Represent the District's interest at regional, county, state, and federal levels
4. Decision-Making
 - a) Study problems
 - b) Review alternatives
 - c) Determine best course of public policy

2.03 Organization of the Board

Each year at the first meeting in January, the Board shall select one Commissioner to serve as the President of the Board and one Commissioner to serve as Secretary of the Board. The President of the Board serves as the presiding officer and acts as chair at all meetings of the Board. The President of the Board may participate in all deliberations of the Board in the same manner as any other member and may vote unless a conflict of interest exists. The President of the Board does not possess any power of veto. The President of the Board may not move an action, but may second a motion where it could affect the outcome of the proceedings.

2.04 Absence of Commissioners

In the absence of the President of the Board, the Secretary of the Board shall perform the duties of the President of the Board. If any Commissioners are absent from the District for more than 15 days, they shall notify the other Commissioners and the General Manager. See also section 6.09, below.

2.05 Resignation of a Commissioner

If a Commissioner resigns from the Board before his/her term of office is up, a new Commissioner will be appointed to fill the vacated position as provided by [Section 57.12.020 RCW](#), as amended.

2.06 Emergency Response

In the event of an emergency, the Board, under advisement of the General Manager and when practically possible, shall sign the declaration of emergency by resolution. This allows staff to waive or bypass bidding requirements. An "emergency" occurs when the public health, safety, or welfare is being immediately affected.

2.07 Appointment of General Manager

The Board is responsible for appointing one position within the District organization, which is the General Manager. The General Manager serves at the pleasure of the Board. The General Manager is responsible for all personnel within the District organization.

Chapter 3—Financial Matters

3.01 Board Compensation

Commissioners are compensated per [RCW 57.12.010](#) and Board compensation is either increased or decreased per that statute as amended. Compensation is given for each day or portion of a day spent in attendance at a Board meeting or in performance of other official duties. The maximum annual compensation for a Commissioner shall be the maximum annual compensation allowed by state law. See Resolution No. 725.

The Board, through the adoption of a resolution, may set the compensation below the level set by the state if desired. [RCW 57.12.010](#) also permits individual Commissioners to waive all or any portion of their compensation, and provides a procedure for doing so.

3.02 Financial Disclosure

Pursuant to [Chapter 42.17A RCW](#), candidates for the office of District Commissioner are required to file a financial disclosure statement with the State Public Disclosure Commission within two weeks of filing a nomination paper. When appointed to fill a vacancy on the Board, the appointee is required to file a financial disclosure statement with the State Public Disclosure Commission, covering the preceding 12-month period, within two weeks of being so appointed. Current Commissioners are required to file a financial disclosure statement with the State Public Disclosure Commission on an annual basis after January 1 and before April 15 of each year covering the previous calendar year. Current Commissioners whose terms expire on December 31 shall file the statement for the year that ended on that December 31. Statements filed in any of the above cases will be available for public inspection.

The filing of such disclosure statements is the responsibility of each individual Commissioner, not the District. Failure to file a disclosure statement or filing incorrect information in the disclosure statement may result in a civil penalty or criminal prosecution.

3.03 Travel Policy

Commissioners are subject to the following travel policy:

A. Approved Travel

The General Manager must approval all travel expenditures a Commissioner seeks to have reimbursed. The General Manager shall only authorize reimbursement of travel expenses for matters related directly to the Commissioner's official duties as a Commissioner for the District.

B. Travel Involving an Overnight Stay

All reasonable transportation expenses for approved travel will be reimbursed. Any travel involving an overnight stay should have the prior approval of the General Manager. Commissioners should endeavor to attend training and conferences in the state whenever possible if such training or conference is of comparable value to that offered out of state.

C. Reimbursement of Travel Expenses

A fully itemized claim for expense reimbursement must be submitted to the General Manager, or his or her designee, within 15 calendar days of return from travel along with documentation of attendance in the form of a copy of the cover sheet of the program or agenda for the event attended.

D. Individual Meals

Reasonable costs of necessary meals while conducting District business are reimbursable.

1. Detailed receipts must accompany all reimbursement claims.
2. Reimbursement will not be paid for alcoholic beverages.
3. Reimbursement will not be paid for expenses for spouses, guests, non-employees, or other persons not authorized to receive reimbursement under this policy or State regulations.
4. One person may claim reimbursement for several employees or officials eating together, as long as all the names are listed on the reimbursement claim.
5. All out of town lodging arrangements should be charged to the District credit card whenever possible.

E. Use of Personal Vehicles

Mileage for the use of personal vehicles will be reimbursed at the current IRS allowable mileage rate. Reimbursement shall only be made to the owner of the vehicle.

F. Cancellation

Commissioners shall adhere to cancellation deadlines when canceling training, conferences, and related travel. Except in the case of a personal or family emergency or in the event the cancellation was a District business decision, a Commissioner may not be reimbursed for expenses relating to a training, conference, or other event he/she did not attend and shall reimburse the District for any pre-paid expenses.

Chapter 4—Communications

4.01 Communication from Commissioners

The President of the Board is generally responsible for communicating the Board's position on policy matters to entities outside of the District on the Board's behalf, provided that the Board may in its discretion direct that another Commissioner handle communication on its behalf on particular a matter. The General Manager may assist the President of the Board or such other Commissioner as needed. The Board may also request the assistance of the District's legal counsel in preparing such communication.

On occasion, one or more Commissioners may wish to correspond on an issue on which the Board has yet to take a position or, has no position. In these circumstances, Commissioners should clearly indicate that they are not speaking for the Board as a whole, but for themselves as one member of the Board.

District letterhead and staff support may not be used for personal or political purposes.

4.02 State Public Records Act and Open Public Meetings Act

To ensure that business communications submitted to and by Commissioners comply with the State Public Records Act, [RCW 42.56](#), and the State Open Public Meetings Act, [RCW 42.30](#), the following is set forth:

A. General Communications

All writings including without limitation letters, memoranda, interactive computer communications, and phone text messages, involving Commissioners, the subject of which relates to the conduct of the Board or the performance of any District function, with few exceptions as stated by the Public

Records Act, are public records. Records stored on a personal computer or cell phone may also be public records subject to public disclosure. All requests for District records by the public should be directed to the General Manager, or his or her designee.

B. Written Communications

Written letters and memoranda received by the District and addressed to a Commissioner or the Board as a body will be photocopied and provided to all Commissioners. A copy shall be kept according to the District's Records Retention Schedule.

C. Electronic Communications

Commissioners are strongly encouraged to use the District's e-mail system and District-provided equipment when conducting District business.

E-mail communications that are intended for review by all Commissioners, whether concurrently or serially must be considered in light of the Open Public Meetings Act. If the intended purpose of the e-mail is to have a discussion that should be held at an open meeting, the electronic discussion should not occur. The use of e-mail communication to form a collective decision of the Board is inappropriate and could be a violation of the Open Public Meetings Act.

E-mail should be used cautiously when seeking legal advice or to discuss matters of pending litigation or other "confidential" District business. In general, e-mail is discoverable in litigation, and even deleted e-mail is not necessarily removed from the system. Confidential e-mail communications should not be shared with individuals other than the intended recipients, or the attorney-client privilege protecting the document from disclosure may be waived.

E-mail between Commissioners and between Commissioners and staff shall not be transmitted to the public or news media without the filing of a public disclosure request with the General Manager.

No e-mail address with the District's website, lwwsd.org, as the domain may be used for personal use.

All of the foregoing information applicable to e-mails is also applicable to text messages sent by cell phone.

4.03 Electronic Devices

To enhance Commissioners' service to the ratepayers and their ability to communicate with staff and the public, the District provides electronic devices, such as tablets, for official District business. The District information technology service provider will ensure that all appropriate software/ applications are installed and up to date and will provide an orientation in the use of the device and related software/applications. Commissioners shall not install additional software on their District-issued devices. Should a Commissioner desire a particular software program or application, the Commissioner shall request that the General Manager as the District's information technology service provider to install it if appropriate.

Commissioners must adhere to all policies under the District's security policies.

Virus protection software and other security protocols must never be disabled or weakened at any time for any reason.

Personal media and programs may not be stored on District-owned devices. Non-District-issued programs or media found during audits will be removed.

When individual Commissioners have completed their term of office, District-owned equipment will be returned upon leaving office.

District-owned equipment is subject to audit at any time. A violation of the policies described in this chapter or in the District's security policies may result in the District confiscating the device.

Chapter 5—Conflicts of Interest, Appearance of Fairness Doctrine, and Liability of Elected Officials

5.01 Conflicts of Interest

The conflict of interest law is one of the most complicated laws on the books. To understand its effect on a Commissioner's actions, it is suggested that members discuss the law and potential conflicts with a private attorney or the District's legal counsel. It is imperative that Commissioners identify in advance their conflicts and potential conflicts.

It is illegal to fail to declare a conflict of interest, or to participate or otherwise be involved in discussions on issues or contracts where such an interest exists. Violations of the conflict of interest law may result in significant penalties, including criminal prosecution and forfeiture of office.

In circumstances where only a "remote interest" (see below) exists, after disclosure of the interest to other Commissioners and in the meeting minutes, the Board may approve the contract to which a Commissioner has a remote interest, absent participation in the deliberation and voting process by the Commissioner with the remote interest, but only if the Commissioner refrains from any attempt to influence other members to approve the contract.

A. Applicability

All District officers, elected and appointed, are subject to the conflict of interest law in [Chapter 42.23 RCW](#).

B. Remote Interests

Remote Interests are so minor that they do not constitute illegal conflicts of interest. Remote interests exist when a District official is:

- A non-salaried officer or member of a nonprofit corporation doing business or requesting money from the District. Therefore, being such an officer or member would not constitute a conflict.
- An employee or agent of a contracting party, where the compensation of such employee or agent consists entirely of fixed wages or salary (e.g., the Commissioner does not receive commissions or a year-end bonus).
- The landlord or tenant of a contracting party. For instance, a Commissioner may lease office space to a party that has a private interest in a public matter without it resulting in a conflict of interest.
- The owner of less than one percent of the shares of corporation or a cooperative doing business with the District.
- Being reimbursed only for actual and necessary expenses incurred in performance of official duties.

C. Acts Not Constituting a Conflict of Interest

- Receiving District services on the same terms and conditions as if not a District official. Thus, when a Commissioner who owns a business within the District votes for or against an increase in the District's general permit fees or user rates, a conflict would not exist because this action would apply to all businesses within the District's boundaries.
- An officer or employee of another political subdivision or public agency unless it is the same governmental entity being served who is voting on a contract or decision which would not confer a direct economic benefit or detriment upon the officer. For example, a Commissioner who is a school teacher may vote to enter into an intergovernmental agreement with the school district, unless such agreement would confer some direct economic benefit, such as a salary or benefit increase, upon the Commissioner.
- A member of a trade, business, occupation, profession, or class of persons and has no greater interest than the other members of that trade, business, occupation, or class of persons. A class must consist of at least ten members to qualify the interest as remote.

D. Declaration of a Conflict

When a conflict of interest exists, a District official must declare that a conflict of interest exists and make it known in the official records of the District and refrain from voting or in any way influencing a decision of the Board. Should a situation arise wherein a majority of the Board or a majority of a quorum of those present at a Board meeting have a conflict of interest, state law provides that if the conflict of interest statutes prevent the Board from acting as required by law in its official capacity, such action shall be allowed if the Commissioners with the apparent conflicts of interest make them known.

E. District Legal Counsel Opinions

A Commissioner's request for an opinion from the District's legal counsel concerning conflict of interest is confidential. However, formal final legal opinions on conflicts of interest may be a matter of public record and must be filed with the General Manager. This filing requirement does not apply to verbal communications between Commissioners and the District's legal counsel.

Commissioners may seek advice from a private attorney, at their own expense, concerning potential conflicts. In such cases, no disclosure policy would apply.

F. Filing of Disclosures

The General Manager maintains a special file for all disclosures and legal opinions of conflicts of interest.

G. Prohibited Acts (RCW 42.23.070)

- No Commissioner may use his or her position to secure special privileges or exemptions for himself, herself, or others.
- No Commissioner may, directly or indirectly, give or receive or agree to receive any compensation, gift, reward, or gratuity from a source except the employing municipality, for a matter connected with or related to the officer's services as such an officer unless otherwise provided for by law.
- No Commissioner may accept employment or engage in business or professional activity that the Commissioner might reasonably expect would require or induce him or her by reason of his or her official position to disclose confidential information acquired by reason of his or her official position.

- No Commissioner may disclose confidential information gained by reason of the Commissioner’s position, nor may the Commissioner otherwise use such information for his or her personal gain or benefit.

H. Appearance of Fairness Doctrine

The appearance of fairness doctrine is set forth in [Chapter 42.36 RCW](#) and the common law of the State of Washington. To satisfy the appearance of fairness doctrine, the District proceeding or hearing must appear fair and impartial for all parties to a “reasonably prudent and disinterested observer.” The appearance of fairness doctrine applies to quasi-judicial actions only.

A quasi-judicial matter is one in which the Board determines the legal rights, duties, or privileges of a specific party or parties in a hearing or contested case proceeding. Examples include a public hearing on the special benefit provided to property by a utility local improvement district (ULID), an appeal of a decision by the General Manager regarding “denial” of service, or a ratepayer request to the Board for a billing adjustment. The appearance of fairness doctrine does not apply to legislative matters, which would include actions like comprehensive water or sewer plan updates, administrative code amendments, or budgetary decisions.

Quasi-judicial proceedings must be conducted so as to give the appearance of fairness and impartiality by decision makers. A violation of the appearance of fairness doctrine may result in the hearing and decision being found void. Ex parte communications are prohibited in quasi-judicial proceedings. An ex parte communication occurs when one party to the hearing or contested case, or a supporter thereof, communicates with one or more Commissioners about the case outside of the hearing. If an ex parte communication between a Commissioner and a party to the contested case occurs outside the hearing, the Commissioner must excuse himself/herself unless said member:

1. Places on the record the substance of any written or oral ex parte communications concerning the decision to be made; and
2. Makes a public announcement of the content of the ex parte communication and provides for the parties’ right to rebut the substance of the ex parte communication at each hearing where action is considered or taken on the subject to which the communication is related.

[RCW 42.36.060](#). If the above steps are taken, the Commissioner may continue to hear the quasi-judicial matter.

In the event of a challenge to a Commissioner which would cause a lack of a quorum or would result in a failure to obtain a majority vote as required by law, any such challenged Commissioner shall be permitted to fully participate in the proceeding and vote as though the challenge had not occurred, if the member or members publicly disclose the basis for disqualification prior to rendering a decision.

5.02 Liability

The District must always approach its responsibilities in a manner that reduces risk to all involved, but risk cannot be eliminated. The District participates in the Water and Sewer Risk Management Pool to help manage risk.

It is important to note that violations of certain laws and regulations by individual Commissioners may result in the member being personally liable for damages which would not be covered by the District’s insurance. Examples may include intentional acts, discrimination, harassment, fraud, or criminal activity.

Chapter 6—Interaction with District Staff/Officials

6.01 Overview

Board policy is implemented by dedicated and professional staff. It is critical that the relationship between the Board and staff be well understood by all parties so policies and programs may be implemented successfully. To support effective relationships, it is important that roles are clearly recognized.

6.02 General Manager

The Board's role is to establish District policies and priorities. The Board appoints a General Manager to implement those policies and undertake the administration of the organization.

The General Manager is appointed by the Board to enforce its resolutions and regulations, to direct the daily operations of the District, to prepare and monitor the budget, and to implement the policies and programs initiated by the Board. The General Manager is responsible to the Board, rather than to individual Commissioners, and directs and coordinates the various departments. The General Manager is responsible for appointing all department managers and authorizing the appointment of all other personnel positions. The Board authorizes positions through the budget process; based upon that authorization, the General Manager makes the appointments. The powers and duties of the General Manager include but are not limited to the following:

- General supervision over the administrative affairs of the District
- Appoint and remove at any time all department managers and employees
- Attend all meetings of the Board at which the Manager's attendance may be required by that body
- See that all regulations and resolutions are faithfully executed, subject to the authority granted by the Board
- Recommend for adoption by the Board such measures as the Manager may deem necessary or expedient
- Prepare and submit to the Board such reports as may be required by that body, or as deemed advisable to submit
- Keep the Board fully advised of the financial condition of the District and its future needs
- Prepare and submit to the Board a proposed budget for the fiscal year, and to be responsible for its administration upon adoption
- Perform such other duties as the Board may determine by motion or resolution
- Implement and administer Board policies
- Represent the District when dealing with other public or private agencies
- Other such duties as described in the General Manager's Position Description

6.03 Board Non-interference

The Board is to work through the General Manager when dealing with the administrative staff of the District.

In no manner, either directly or indirectly, should a Commissioner become involved in, or attempt to influence, personnel matters that are under the direction of the General Manager. Nor shall the Board be involved in, or influence, the purchase of any supplies beyond the requirements of the District procurement procedures.

Except for the purposes of inquiry, the Board and its members should deal with the staff through the General Manager or designee, and should not give orders to any subordinate of the General Manager. Subject to [RCW 42.30.110](#) and [RCW 42.30.140](#), the Board may, while in open session, fully and freely discuss with the General Manager anything pertaining to appointments and removals of District employees and any other District affairs.

6.04 Board/General Manager Relationship

The employment relationship between the Board and the General Manager honors the fact that the General Manager is the chief executive of the District. All dealings with the General Manager, whether in public or private, should respect the authority of the General Manager in administrative matters. Disagreements should be expressed in policy terms, rather than in terms that question satisfaction with or support of the General Manager.

The General Manager respects and is sensitive to the policy responsibilities of the Board and acknowledges that the final responsibility for establishing the policy direction of the District is held by the Board.

The Board is to evaluate the General Manager on an annual basis to ensure that both the Board and the General Manager are in agreement about performance and goals based upon mutual trust and common objectives. The General Manager's performance is evaluated in the following areas: leadership, teamwork, job knowledge, attitude, accountability, empowerment, communication, problem-solving skills, quality of service, safety/risk taking, and implementation and administration of adopted Board policy.

6.05 Board/Staff Relationship

Commissioner contact with District staff members, inclusive of the General Manager, will be during regular business hours, except in the case of an emergency.

6.06 Board/District Legal Counsel Relationship

The Board should make provision for obtaining legal counsel for the District through a reasonable contractual arrangement for such professional services. The District Legal Counsel is an independent contractor retained by the Board. The Board may request the assistance and recommendations of the General Manager in the selection or retention of District Legal Counsel. The District's Legal Counsel is the legal advisor for the Board, the General Manager, and all District employees with respect to any legal question involving an official duty or any legal matter pertaining to the affairs of the District. The general legal responsibilities of the District Legal Counsel are to:

1. Provide legal assistance necessary for formulation and implementation of policies and projects;

2. Provide general advice and counsel on matters of District business upon request;
3. Represent the District's interest, as determined by the Board, in litigation, administrative hearings, negotiations, and similar proceedings;
4. Prepare or approve as to form resolutions, regulations, contracts, and other legal documents to best reflect and implement the purposes and intentions of the Board; and
5. Keep the Board and staff apprised of court rulings and legislation affecting the legal interests of the District.

It is important to note that the District Legal Counsel does not represent individual members of the Board, but rather the Board and the District as a whole.

6.07 Roles and Information Flow

A. Board of Commissioners Roles

The full Board retains the authority to accept, reject, or amend the staff recommendation on policy matters.

Commissioners must avoid intrusion into those areas that are the responsibility of the staff. Individual Commissioners may not intervene in staff decision-making, the development of staff recommendations, scheduling of work, and executing department priorities without the prior knowledge and approval of the Board as a whole. This is necessary to protect staff from undue influence and pressure from individual Commissioners, and to allow staff to execute priorities given by management and the Board as a whole without fear of reprisal. If a Commissioner wishes to influence the actions, decisions, recommendations, workloads, work schedule, or priorities of staff, that member must prevail upon the Board to do so as a matter of Board policy.

B. Access to Information

The General Manager is the information liaison between the Board and District staff. Requests for information from Commissioners shall be directed to the General Manager or designee and will be responded to promptly. The information requested will be copied to all members of the Board so that each member may be equally informed. The sharing of information with the Board is one of the General Manager's highest priorities. A variety of methods are used to share information with the Board. E-mail is often an effective and appropriate method for disseminating information. Work sessions are held to provide detailed presentations of matters, while retreats serve to focus on topics and enhance information exchange. The General Manager's open-door policy allows individual Commissioners to meet with the General Manager on an impromptu or one-on-one basis.

There are limited restrictions when information cannot be provided. The District is legally bound not to release certain confidential personnel information.

C. Staff Roles

The Board recognizes the primary functions of staff as executing Board policy and actions taken by the Board and in keeping the Board informed. Staff is obligated to take guidance and direction only from the General Manager or their direct supervisor. This direction follows the policy guidance of the Board as a whole. Staff is directed to reject any attempts of individual Commissioners to unduly direct or otherwise pressure them into making, changing, or otherwise influencing recommendations.

District staff will make every effort to respond in a timely and professional manner to all requests for information or assistance made by individual Commissioners through the General Manager or

designee. The General Manager reserves the right to determine that the request for information would be more appropriately assigned to staff through the direction of the full Board due to the request's magnitude either in terms of workload or policy.

6.08 Restrictions on the Political Involvement of Staff

The District is a nonpartisan local government. Professional staff formulates recommendations in compliance with Board policy for the good of the District, not influenced by political factors. For this reason, it is very important to understand the restrictions of the political involvement of staff.

By working for the District, staff members do not surrender rights to be involved in political activities. Employees may publicly express their personal opinions. They may register to vote, belong to a political party, sign nominating or recall petitions and vote in any election.

6.09 Board Attendance Policy

A Board position shall become vacant if the Commissioner fails to attend three consecutive meetings of the Board without being excused by the Board. An absent Commissioner who has called the General Manager's office a minimum of one hour prior to the start of the meeting to advise of such absence will be deemed excused unless a majority of the Board determines otherwise.

Chapter 7—Board Meetings

The Board's collective policy and regulatory powers are put into action at the Board meetings. It is here that the Board conducts its business. The opportunity for ratepayers to be heard, the availability of Commissioners to District ratepayers, and the openness of Board meetings all lend themselves to the essential democratic nature of local government.

7.01 Meeting Schedule

Regular meetings are held on the second Wednesday of each month at 6:30 p.m. and the last Wednesday of the month at 8:00 a.m. at the District office, 1220 Lakeway Drive, Bellingham, Washington. The Board meeting agenda typically provides time during the meeting for public comment. Audience participation is allowed at other times if permitted by the consent of a majority of the Board present.

7.02 Public Notice of Hearings

Except where a specific means of notifying the public of a public hearing is otherwise provided by law, notice of upcoming public hearings before the Board shall be sent to local media containing the time, place, date, and subject in the District's official newspaper of record at least 24 hours before the date set for the hearing.

7.03 Special Meetings

Special meetings may be called by either the President of the Board or at the written request of a majority of the Board. Notice of a special meeting will be sent to local media that has made a written request to the District for such special meeting notices, and such notice shall be posted on the District office front door and on the District's website at least 24 hours before the time of such meetings as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted. At special meetings, only those matters noted upon the agenda may be discussed or acted upon.

Pursuant to [RCW 42.30.080\(4\)](#), the notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such notice would make notice impractical, and increase the likelihood of such injury or damage.

7.04 Work Sessions

Following proper public notice, the Board may meet informally in a work session. The work session is the forum used by the Board to review forthcoming programs of the District, to receive progress reports on current issues, or to receive similar information from the General Manager and others. All discussions and conclusions held during a work session are of an informal nature. No final action is taken while in a work session. However, work sessions are open public meetings which must be held in compliance with the Open Public Meetings Act.

7.05 The Agenda

A. Agenda Online

Pursuant to [RCW 42.30.077](#), the agenda for each regular meeting of the Board will be posted on the District's website at least twenty-four hours in advance of the published start time of the meeting.

B. Agenda Planning

All matters to be presented to the Board at its regular meetings are reviewed and placed on the agenda by the General Manager.

C. Board

A Commissioner may request an item be considered for an upcoming agenda by making an oral request at a Board meeting or submitting a request to the General Manager. Based upon the nature of the request, the General Manager may at his/her discretion submit the request to the Board before placing it on the agenda. The majority of the Board may direct the General Manager to formally include or exclude the item from the agenda of an upcoming meeting.

D. Members of the Public

Public comments are a separate agenda item and are invited at that point in time on the Board meeting agenda. Public comment is appropriate on any matter within the jurisdiction of the Board.

A member of the public may request an item be placed on a future agenda while addressing the Board during a regular meeting and/or by submitting a request in writing to the Board, through the General Manager's office. In order to allow sufficient time for the Board to review and staff to research the matter, the request should be submitted at least 10 working days prior to the meeting for which the item is requested to be placed on the agenda. Once the issue has been placed on the agenda, the General Manager will notify the requester so that he or she may plan to attend the meeting.

E. Emergency Items

Emergency items may be added to an agenda in accordance with state law. Emergency items are only those matters immediately affecting the public health, safety and welfare of the District. The reason(s) for adding an emergency item to the agenda shall be announced publicly at the meeting, and the issue shall be included in the minutes of the meeting.

7.06 Audio Recording of Meetings

The General Manager, or designee, shall make and keep digital recordings of all regular and special meetings of the Board, except those meetings or portions of meetings conducted in Executive Session. Recordings and related records of all Board meetings, except as referenced above, shall be retained by the District in accordance with the State of Washington Records Retention Schedule.

7.07 Executive Session

At the call of the presiding officer, or with a majority vote, the Board may recess to Executive Session to privately discuss and consider matters authorized under [RCW 42.30.110](#) and [RCW 42.30.140](#), as amended, or other applicable state law.

Before convening in Executive Session, the presiding officer shall publicly announce the lawful purpose for excluding the public from the meeting place, and the time when the Executive Session will be concluded, and whether action is expected to be taken following the executive session. An Executive Session may be extended to a stated later time by announcement of the presiding officer.

7.08 General Procedures

A. Signing of Documents

The Board as a quorum shall sign resolutions, contracts and other documents that have been adopted by the Board and require an official signature; except when the General Manager has been authorized by the Board to sign documents.

B. Quorum

A majority of the Board shall constitute a quorum and are necessary for the transaction of District business.

C. Minutes

The Secretary or designee shall take minutes at all regular and special Board meetings; such minutes shall be made available for public inspection once approved by Board action. Minutes shall be retained by the District in accordance with the State of Washington records retention schedule.

Unless a member of the Board requests a reading of the minutes of a Board meeting, such minutes may be approved without reading, if each Commissioner is furnished with a copy thereof.

7.09 Open Meeting Law

A. Applicability

The open public meeting law, [Chapter 42.30 RCW](#), applies to the Board, all quasi-judicial bodies, and all standing, special or advisory boards, committees or subcommittees of, or appointed by, the Board.

B. Meetings

All meetings of the Board shall be open to the public, except in the special instances as provided in [RCW 42.30.110](#) and [RCW 42.30.140](#), as hereafter amended. A meeting takes place when a quorum (a majority of the total number of Commissioners) is present and information concerning District business is received, discussed, and/or acted upon.

C. Actions

Only the Board has the authority to take action, and said action must be taken in an open public meeting. No vote or action of the Board may take place while in executive session. At a Special

Meeting, action can be taken only on those items appearing on the posted agenda, except for emergency items as defined in Section 7.05. At a Regular Meeting of the Board, the Board is free to take action on non-agenda items as “Other Business.”

D. Training

All Commissioners are required by state law (Open Government Trainings Act) to complete an approved training course on the Open Public Meetings Act and must receive “refresher” training thereon not less than once every four (4) years. Commissioners should provide documentation of completion of such trainings from forms available online, or by other means, to the General Manager to keep on file at the District office. More information on training requirements, on online resources, and an online training course, is available on the website of the Washington State Attorney General (<http://www.atg.wa.gov/opengovernmenttraining.aspx>).

7.10 Attendance via Available Phone or Video Technology

From time to time, a Commissioner will not be able to be physically present at a Board meeting, but will want to be involved in the discussion and/or decision on a particular agenda item. The procedure and guidelines for permitting a Commissioner to attend a Board meeting remotely via available phone or video technology are as follows:

A. The Rare Occasion

Attendance should be the rare exception, not the rule. Examples of situations where remote attendance would be appropriate include, but are not limited to:

- An agenda item is time sensitive, and attendance via available phone or video technology is needed for a quorum
- An agenda item is of very high importance to the Commissioner that cannot be physically present
- It is important for all Commissioners to be involved in a decision, but one Commissioner is unable to be physically present

B. Notification

If a Commissioner wishes to attend a Board meeting via available phone or video technology, the Commissioner should notify the General Manager or his or her designee as soon as possible prior to the Board meeting for which he or she wishes to attend remotely.

Attendance via the technology used will be reflected in the minutes. Commissioners attending a Board meeting remotely will be eligible for compensation consistent with those that attended the meeting in person, as defined in Section 3.01 of this Manual.

