



**MUKILTEO WATER AND  
WASTEWATER DISTRICT**

**BOARD OF COMMISSIONERS  
HANDBOOK**

**Adopted July 17, 2019  
Resolution No. 499-19**

## **SECTION 1 – INTRODUCTION, PURPOSE AND OVERVIEW**

### **1.1 Introduction**

Mukilteo Water and Wastewater District (“District”) is a municipal corporation governed by RCW Title 57. The District provides water and sewer services to residential and commercial customers in Mukilteo, unincorporated Snohomish County, and South Everett. The District is governed by a non-partisan, elected, three-member Board of Commissioners, which collectively sets the policy of the District and takes action in open public meetings.

### **1.2 Purpose**

The purpose of this document is to serve as a resource for Commissioners, District Staff and customers. In particular these Commissioner Rules of Procedure:

- Explain the rules and procedures of the Board;
- Provide guidance on the respective roles and responsibilities of the Board and District Staff;
- Promote awareness and understanding in administering Commissioner fundamental duties; and
- Highlight some of the most pertinent statutes and constitutional provisions that govern the District and the Board.

## **SECTION 2 – BOARD OF COMMISSIONERS**

### **2.1 Board Membership**

The non-partisan Board consists of three (3) members, all of whom shall reside in the corporate boundaries of the District. The term of office of each commissioner is six (6) years. The six-year term of each commissioner shall begin on the first day of January following the commissioner’s election, or at such other time as the commissioner is qualified to hold office. Elections for commissioners will be held in odd numbered years with one commissioner position up for election each odd numbered year. See RCW 57.12.030 and Snohomish County Elections.

### **2.2 Board Officers**

At its first regular meeting in January of each year, the Board shall elect a President, Vice President and Secretary. The Board may, by majority vote, remove or change an officer or officers at any time. The President shall preside over all meetings. In his/her absence, the Vice President shall act as the presiding officer of the Board. In the case of a vacancy on the Board, the Board will re-elect officers at the first regular meeting after the vacancy has been filled.

### **2.3 Powers of Commissioners**

**2.3.1 Board as a Whole.** The powers of the Board reside in the Board as a whole. An individual commissioner has no power to act on behalf of the Board or the District unless expressly authorized by the Board.

**2.3.2 Board Decides District Policy.** The Board shall decide all matters of policy of the District. The Board may not delegate its power to decide a matter of District policy.

**2.3.3 Board Action.** The Board takes action only by a majority of the Board (two Board members) voting in favor of a motion or in favor of adopting a resolution during open session of a regular or special meeting.

**2.3.4 Resolutions.** Although the Board may take action either by approving a motion or by resolution, a resolution is the preferred method for approving a contract that requires a Board member's signature, or for adopting a policy. Each commissioner present shall sign the adopted resolution.

**2.3.5 No Speaking Agent without Authorization.** Other than explaining or discussing Board approved action(s) or policies, or unless and only to the extent expressly authorized by the Board, no commissioner may speak publicly on behalf of the District or the Board. This applies to both written and verbal communications. Absent such express authorization, any commissioner speaking publicly about the District or matters that affect the District must clearly explain that the statement is the speaker's personal position and not a statement on behalf of the District or the Board. Any commissioner who violates this Section 2.3.5 shall be subject to Board action, including but not limited to a motion of censure.

**2.3.6 Appointment of District Manager.** The Board has the power to appoint, terminate and review the performance of the General Manager. The General Manager reports to, and is supervised by the Board subject to any employment agreement. The General Manager is responsible for hiring, terminating and supervising all other personnel employed by the District.

**2.3.7 Authority of the Board.** The Board has authority, on behalf of the District, to exercise all of the express and implied powers of the District pursuant to RCW Title 57 and other statutes and regulations. This includes, but is not limited to the sole power to set rates, approve the District's Comprehensive Plan, Capital Improvement Plan, operating and capital budgets and any amendments thereto. The Board also has the sole power to approve contracts, however, the Board may by resolution delegate its power to enter into or sign contracts to the General Manager but may limit that delegation in its sole discretion to certain types of contracts or contracts below a certain dollar amount.

**2.3.8 Litigation.** The Board has the power to authorize the initiation of litigation or to approve the settlement of a claim whether or not in formal litigation. The Board's power to settle a claim may be limited by an agreement with an insurance company or governmental insurance pool. The Board may delegate its power to initiate or settle litigation to the General Manager subject to certain maximum dollar amounts. No specific Board authorization is required to authorize the attorney for the District to initiate litigation to collect on a delinquent account, or foreclose on a real property lien pursuant to RCW 57.08.081, or as such statutes may be modified or superseded.

## **2.4 Compensation**

Commissioners are compensated per state law (RCW 57.12.010) and are entitled to statutory compensation for each day or portion thereof spent in actual attendance at Board meetings or in performance of other official services or duties on behalf of the District. The Board shall determine if attendance at meetings other than regular or special meetings of the Board are compensable subject to the statutory maximum. A commissioner shall be entitled to statutory compensation for attending any of the following meetings:

- Regular or special Board of Commissioners meetings (attendance by teleconference is not permitted).
- Washington Association of Sewer and Water Districts (WASWD) events including: fall and spring conferences, Section III meetings, commissioner workshops, and WASWD Board or committees on which a commissioner serves.
- Educational or training seminars on policies related to water industry or public agencies, approved by the Board during the annual budget process or pre-approved on a case by case basis.
- SNO-KING Coalition (the Board shall authorize one commissioner to attend on behalf of the District).
- Court or Administrative Hearings involving the District or an issue of significant interest to the District as pre-approved by the Board.

## **2.5 Travel and Reimbursement**

Commissioner travel and reimbursement shall be in accordance with the District policies for employee reimbursements contained in section 5.17 of the District Employee Policy Handbook as well as section 5 and 6 under general purchasing requirements of the Purchasing Policy Manual pertaining to credit cards, travel and reimbursements. Travel to and from Board of Commissioner meetings is not considered travel for the purpose of reimbursement.

## **2.6 Conflicts of Interest**

Commissioners are subject to the Code of Ethics for Municipal Officer – Contract Interests (RCW 42.23). When a conflict of interest exists, the commissioner must (a) declare that a conflict of interest exists at an open public meeting and ensure that such declaration is reflected in the approved minutes of the meeting; and (b) refrain from voting or in any way influencing a decision of the Board, unless the Commissioner’s vote is necessary based on the opinion of District Counsel.

## **2.7 Vacancies**

In the event of a vacancy on the Board, the Board shall direct the General Manager to notify Snohomish County of Elections of the vacancy. The Board shall fill the vacancy pursuant to RCW 57.12.020 and RCW 42.12.070, which currently provides that when a commissioner position is vacant, the remaining members of the Board shall appoint a qualified person to fill the vacancy within 90 days.

## **2.8 Excused Absences; Absenteeism**

If a commissioner knows that he or she will miss all or part of a scheduled meeting of the Board of Commissioners, then such commissioner shall promptly, and if possible in advance, notify the General Manager or the Board President of the absence and the reasons therefore. The Board of Commissioners may, by motion at a meeting of the Board, determine if a commissioner's absence is excused or unexcused. If a commissioner has three consecutive unexcused absences, that commissioner's position may be declared vacant pursuant to RCW 57.12.020. After a commissioner's second consecutive unexcused absence, the Board President or Vice President shall send written notice to that commissioner notifying him/her the potential ramifications of a third consecutive unexcused absence. A commissioner should not have more than four unexcused absences over a rolling one year period. A commissioner who has more than four (4) unexcused absences in a rolling one year period may be subject to discipline pursuant to Section 3.15, as well as the provisions of RCW 57.12.020 if applicable.

## **2.9 Anti-Nepotism Policy**

Commissioners shall be aware that District policy prohibits the employment of the relative of any commissioner to avoid the appearance of improper influence or favor and to protect the District's confidentiality. "Relative" shall include the following: Father, Father-in-law, Stepfather; Mother, Mother-in-law, Stepmother; Son, Son-in-law, Stepson; Daughter, Daughter-in-law, Stepdaughter; Grandparents; Grandchildren; Sister, Sister-in-law, Stepsister; Brother, Brother-in-law, Stepbrother; Spouse, Registered Domestic Partner; Half-brother, Half-sister, Uncle, Aunt, Cousin, Nephew and Niece.

## **2.10 Commissioners Prohibited from Employment with District**

While serving as a commissioner, an individual may not be employed by the District on a full or part-time basis. A commissioner who applies for an open District position shall resign from the Board prior to submitting an application for the position.

## **2.11 District Equipment**

All District property, equipment, electronics and services shall be used exclusively for District purposes. If the District, in its discretion, provides commissioners with a cellular phone or electronic device, the equipment shall be used for District business only. Commissioners shall not use the premises, vehicles, equipment or tools of the District for personal purposes at any time.

The Commissioner is also responsible for reasonable care and safeguarding of the equipment provided ensuring that unauthorized users are not allowed to access or use any District provided electronic devices. Unauthorized or improper use of electronic devices may result in the District revoking its permission for the Commissioner to use the electronic device, in which case the Commissioner shall return the device to the District promptly upon demand therefore.

In the event of lost, stolen or damaged equipment the Commissioner shall notify the General Manger immediately. If the incident is due to the Commissioner's negligence or intentional misconduct, as determined by the District Board of Commissioners, the Commissioner shall be responsible for the full replacement cost of the item(s).

When the Commissioner leaves office, all District property and District provided electronic devices

and accessories in the Commissioner's possession shall be immediately returned to the General Manager. Failure to do so will result in the Commissioner being charged for the full replacement cost of the unreturned electronic devices and/or accessories.

Any and all District-related or issued programs, applications, software, data and information stored on any District electronic device remains the sole and exclusive property of the District. Commissioners are reminded that correspondence, communications and information stored on any District electronic device may constitute public records subject to the Public Records Act, Chapter 42.56 RCW. To avoid any comingling of public and personal information, Commissioners are strongly discouraged from sending, receiving or storing personal correspondence, communications and information on any District-provided electronic device and should not delete or remove any District-related correspondence, communications or information from such device without first consulting with the General Manager or the General Manager's designee to ensure that proper measures are taken to preserve and archive any public records maintained on the electronic device.

## **SECTION 3 – BOARD OF COMMISSIONERS MEETINGS**

### **3.1 Time and Place for Regular Meetings of the Board**

The regular meeting date of the Board is the first and third Wednesday of each month, at the District's Office, located at 7824 Mukilteo Speedway, Mukilteo Washington. Prior to the end of each calendar year, the Board shall adopt by resolution the dates and time of regular scheduled meetings for the upcoming year, specifically noting any regular meeting that will not be held on a first or third Wednesday of the month due to conflicts with holidays, WASWD conferences or other reasons to avoid conflicts with commissioner duties to ensure a quorum is present. Thereafter, the Board may, by resolution or motion, change the date, time or place of a regular meeting to avoid conflicts with other commissioner duties, or to ensure a quorum is present.

### **3.2 Special Meetings**

Special meetings of the Board are governed by RCW 42.30.080, which permits such meetings to be called at any time by the Board President or a majority of the members of the Board by delivering written notice personally, by mail, by fax, or by electronic mail to each member of the Board. Notice shall promptly be posted on the District website and on the front door of the District office, and provided to local media as required by law. In the event of an emergency, the Board may conduct a special meeting in conformance with RCW 42.30.070 and RCW 42.30.080 or comparable statutory provisions in effect at that time.

### **3.3 Work or Study Sessions**

The Board may schedule a special meeting classified as "study session" or "work session" that allows the Board to study certain issues in more depth than possible at a regular Board meeting. A work session will be open to the public, is subject to the Open Public Meetings Act, and public comment will be allowed at the start of the session. Beyond that, no further audience participation will be allowed without approval of a majority of the Board.

### **3.4 Meeting Agenda**

The General Manager and staff will prepare a written agenda for each board meeting and will post the same on the District website and distribute to each commissioner in advance of the meeting, and where possible at least two (2) business days before each Board meeting. Commissioners may still add to or make adjustments to the agenda at each meeting. Commissioners shall vote to approve the agenda at the beginning of the meeting.

### **3.5 Order of Business**

The Board President, or Vice President in the event the President is absent, shall convene the meeting and proceed with the agenda given by the General Manager.

### **3.6 Public Comment**

The Board will accept public comment at the beginning of each meeting after the call to order. During "Public Comment" speakers may speak to any topic except those topics scheduled for a public hearing during the meeting. Absent permission of the Board to extend, each speaker is limited to five (5) minutes. In the event that there are more persons wishing to be heard than can be accommodated in 30 minutes, the Board President may reduce the minutes allotted to each speaker to accommodate more speakers. The Board President may direct staff to keep the time for each speaker. Once public comment is closed and the Board moves on to the next agenda item, the Board is not obliged to accept any further public comments except as part of a public hearing.

### **3.7 Open Public Meeting**

All meetings of the Board are subject to the Open Public Meetings Act (Chapter 42.30 RCW). With the exception of matters that are authorized for executive session or other closed session under Chapter 42.30 RCW, or other statutes, all portions of a regular and special meeting shall be in open session.

Under Washington case law interpreting the Open Public Meetings Act, all discussions relating to District business with a majority of the members of the Board of Commissioners are potentially subject to the Act, including telephonic or other remote communications. Further, as discussed in Section 3.13, this can include serial communications such as email or text messages. Commissioners are advised to only discuss District business at a regular or special Board meeting.

### **3.8 Executive Session**

Executive session is permitted and governed by RCW 42.30.110, and can only be held for purposes stated in RCW 42.30.110. Prior to going into executive session, the President of the Board shall state the purpose of the executive session, specify the time when the executive session will commence, when it will be concluded, and whether any Board action is expected following the executive session. The commissioners, necessary staff, professional consultants (if necessary), and the attorney for the District shall move to a nearby room to conduct the executive session. There shall be no audio or video recording of any executive session. When the executive session concludes, those present in the executive session will return to the Board Room for open session.

### **3.9 Quorum**

A majority of the Board shall constitute a quorum and is necessary for the transaction of any District business. In order to approve and sign vouchers, at least two commissioners must be present in person at the meeting.

### **3.10 Meeting Minutes**

The General Manager or designee shall prepare minutes of regular and special meetings of the Board. Whenever possible, draft minutes shall be included in the Board agenda packet and considered at the next meeting of the Board. Final approved minutes shall be signed by the commissioners and posted on the District website. Aside from approved resolutions, the approved meeting minutes shall be the official record of Board action.

### **3.11 Conduct of Meeting and Mutual Respect**

Commissioners shall conduct themselves in a respectful manner during meetings and avoid insulting or rude language toward each other, District staff or members of the public. A commissioner shall neither, by conversation or otherwise, delay or interrupt the proceedings of the Board, nor interrupt any other commissioner while speaking. Members of the public shall also generally adhere to these same principles of respectful behavior.

### **3.12 Participation by Telephone/Video Conferencing will not be Allowed.**

Commissioners may not participate in a regular or special meeting of the Board via telephone or video conference.

### **3.13 Electronic Communications.**

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

Email 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 email is to have a discussion that should be held in an open meeting, the electronic discussion should not occur. The use of email communications to form a collective decision of the Board is inappropriate and could be a violation of the Open Public Meetings Act. This information is also applicable to text messages.

### **3.14 Expectations of Commissioners.**

Commissioners will strive for the following in the exercise of his or her office:

- Conscientiously and consistently attend meetings of the Board of Commissioners.  
Adequately prepare for meetings by the reading the agenda packet and related materials, and asking questions when necessary to ensure an understanding of an issue before making a decision. At meetings, pay attention, ask questions, listen to others and treat all present with courtesy and respect.
- Consider the long-term needs of the District, the options available and the short and long-

term impacts of each option.

- Scrupulously avoid any conflict of interest or the appearance of unfairness.
- Take seriously the Board's role as a steward of public funds.
- Treat District staff with respect, understanding that the Board and staff each play a distinct but crucial role in the success of the District.
- Once a decision is made, support the decision of the Board, even if not on the prevailing side, and do not undermine District staff charged with executing that decision.
- Read and become familiar with the relevant statutes and legal provisions that apply to the Board's work, in particular the Open Public Meetings Act and Public Records Act, and fulfill the statutory requirements for training.
- Participate in WASWD training and conferences to better understand the duties of commissioners and statewide water and sewer issues.
- Represent the District to the customers, the larger community and the industry in a positive manner.
- Always remember that only the Board as a whole has the power to set policy or take action, not an individual commissioner.

### **3.15 Commissioner Misconduct**

The Board has the authority to discipline a commissioner who violates these Rules of Procedure, including but not limited to Sections 2.3.5, 2.5, 2.8, 3.11 or 3.13 or violates any applicable law, regulation or statute. Such discipline may include a warning, reprimand, censure, limitation on commissioner privileges, including representing the District at any outside meeting or event or attending meetings, training or educational seminars, or any combination thereof. A commissioner who is the subject of a motion for disciplinary action may vote and be heard on the motion.

## **SECTION 4 – RELATIONSHIP BETWEEN BOARD AND DISTRICT MANAGER AND OTHERS**

### **4.1 Overview**

The Board sets policy for the District and that policy is implemented by the District staff. To successfully implement policy it is critical that commissioners and staff understand and respect their separate roles. Another role of the Board is to establish priorities and goals for the General Manager. The Board hires the General Manager to implement the policies and to manage District staff, administration and operation.

### **4.2 General Manager**

The General Manager is the chief executive officer of the District and dealings between the General Manager and commissioners should be marked by respect for the respective roles of each. The General Manager is responsible to the Board as a whole and not to individual commissioners. The General Manager supervises the daily operations of the District, reports to the Board regarding the General Manager's supervision of District operations, and makes recommendations to the Board.

The General Manager is responsible for hiring, supervising and terminating District personnel.

The Board authorizes positions and approves the budget for these positions, but it is the General Manager who makes the appointments and, is responsible for all other personnel decisions.

**4.2.1 Availability for Individual Meetings with Commissioners.** Given reasonable notice, the General Manager shall be available to meet with one commissioner at a time during normal business hours to answer questions or discuss issues or concerns related to the District. In no event may a quorum of commissioners be present at a meeting with the General Manager other than during a regular or special meeting of the entire Board. Attendance at WASWD or Sno-King Water Coalition events where the General Manager and more than one commissioner may be in attendance is not considered a meeting if no District business is discussed by the attending Commissioners.

#### **4.2.2 Acting General Manager.**

When the General Manager is absent and unavailable for an extended period of time due to vacation or illness, the General Manager shall designate an acting General Manager.

#### **4.3 Board of Commissioners Non-Interference with Staff and Consultants**

The Board shall not direct or give orders to any subordinate of the General Manager. The Board's primary staff contact person is the General Manager. During open session of a Board meeting, commissioners may fully and freely discuss with the General Manager anything pertaining to performance of duties by District employees or pertaining to District affairs. The Board is to work through the General Manager when dealing with hired consultants including engineers, outside accountants and special legal counsel. Individual commissioners should not, directly or indirectly, attempt to influence personnel matters, which are under the General Manager.

#### **4.4 Roles and Information Flow**

Commissioners will direct all requests for information directly to the General Manager or to a department manager with a copy to the General Manager. The General Manager may respond directly or direct another staff member to respond. The only exception is a request for information made to a management level staff person present during an open public meeting. The sharing of information with the Board is one of the General Manager's highest priorities.

#### **4.5 Attorney for the District**

The attorney for the District serves as general legal counsel and is hired by, and reports to, the Board. The attorney for the District does not represent any individual commissioners, but rather the Board and the District as a whole. In addition to being the legal advisor to the Board, the attorney for the District provides legal counsel to the General Manager and other management level staff. The attorney for the District may represent the District in formal litigation. From time to time, the attorney for the District may work with the Board and General Manager to recommend that the Board retain special legal counsel to represent the District in a particular matter.

## SECTION 5 – STATUTORY AND CONSTITUTIONAL REFERENCES

Commissioners should refer to and be familiar with the following statutes that apply to the District in general and Board of Commissioners governance in particular. These statutes are subject to amendment by the Washington State Legislature. To the extent there is any conflict between this Commissioners Handbook and a statute, the statute controls.

RCW 42.17A	<b>Campaign Disclosure and Contribution</b> <a href="http://app.leg.wa.gov/rcw/default.aspx?cite=42.17a">http://app.leg.wa.gov/rcw/default.aspx?cite=42.17a</a>
RCW 42.23	<b>Code of Municipal Officers – Contract Interests</b> <a href="http://app.leg.wa.gov/RCW/default.aspx?cite=42.23">http://app.leg.wa.gov/RCW/default.aspx?cite=42.23</a>
RCW 42.30	<b>Open Public Meetings Act</b> <a href="http://apps.leg.wa.gov/rcw/default.aspx?cite=42.30">http://apps.leg.wa.gov/rcw/default.aspx?cite=42.30</a>
RCW 42.56	<b>Public Records Act</b> <a href="http://apps.leg.wa.gov/RCW/default.aspx?cite=42.56">http://apps.leg.wa.gov/RCW/default.aspx?cite=42.56</a>
RCW 57	<b>Water – Sewer Districts</b> <a href="http://apps.leg.wa.gov/rcw/default.aspx?Cite=57">http://apps.leg.wa.gov/rcw/default.aspx?Cite=57</a>

Commissioners should also be familiar with the following Constitutional prohibition against gifting or loaning public funds:

### **Washington State Constitution, Article VIII, § 7. Credit Not To Be Loaned**

No county, city, town or other municipal corporation shall hereafter give any money, or property, or loan its money, or credit to or in aid of any individual, association, company or corporation, except for the necessary support of the poor and infirm, or become directly or indirectly the owner of any stock in or bonds of any association, company or corporation.

## SECTION 6 – REFERENCES TO SIGNIFICANT DISTRICT DOCUMENTS

Commissioners shall be made aware of, and should review and be familiar with, the following District documents. Upon request, hardcopies will be provided:

- Board of Commissioner Handbook
- District Administrative Code
- Comprehensive Water System Plan
- Wastewater Facility Plan
- Employee Policy Handbook
- Annual Operating and Capital Budget
- Purchasing Policy Manual