

TITLE 2

ADMINISTRATION

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CHAPTER 2.01

BYLAWS

Sections:

2.01.010 Bylaws

2.01.010 Bylaws - Sections 2.02 through 2.28 below comprise the District's Bylaws.

CHAPTER 2.02

BOARD OF DIRECTORS AND OFFICERS

Sections:

- 2.02.010 Quorum**
- 2.02.020 Duties of Officers**

2.02.010 Quorum Three members of the Board shall constitute a quorum. No business shall regularly be entered upon until a quorum is present, nor shall business regularly be proceeded with when the members are reduced below a quorum.

2.02.020 Duties of Officers In addition to the duties specified by applicable law and other provisions of these rules, as well as resolutions and ordinances of the District, the officers of the District shall have the following duties:

2.02.020.1 The President shall, when present, preside at all meetings of the District. The President should cause an agenda to be prepared and distributed by the Clerk/Ex-officio Secretary in advance of the meeting, which shall list each item of business or correspondence to come before the meeting insofar as is known. The President shall act as official spokesman of the Board at the discretion of the Board, execute contracts and other documents on behalf of the District when authorized by the Board of Directors, and shall perform such other duties as are assigned from time to time.

2.02.020.2 The Vice President shall perform the duties of the President in the absence or disability of the President.

2.02.020.3 The District Manager shall function as the Clerk/Ex-officio Secretary of the Board as well as performing all other acts and duties imposed by the Board.

In addition to those other acts and duties imposed by the Board, the Clerk/Ex-officio Secretary of the Board shall be entitled to:

- a) Schedule and call a special meeting of the Board of Directors if he determines that it is necessary to do so and if he is unable to contact the President of the Board regarding the need to call such a meeting.
- b) Cancel any regular or special meeting if he determines that a quorum of the Board of Directors will not be present.
- c) Schedule, reschedule and cancel public hearings (except hearings on the adoption of a rate increase ordinance) if he determines that it is necessary to do so.

2.02.020.4 The Treasurer of the District shall be appointed by the Board by name and shall have such duties as assigned by the Board pursuant to Resolution 2008-21.

2.02.020.5 The Assistant Treasurer shall be appointed by the Board by name and shall have such duties as assigned by the Board pursuant to Resolution 2008-21.

2.02.020.6 The Accountant shall be appointed by the Board by name and shall have such duties as assigned by the Board pursuant to Resolution 2008-23.

2.02.020.7 The District Counsel shall be the Parliamentarian of the District, shall advise it with respect to the applicable laws, interpret rules, bylaws and policies, coordinate actions with the other consultants, and shall perform such other acts as requested by the Board of Directors.

2.02.020.8 The officers of the District shall be elected at the first meeting in December of each year for a one year term. It shall be the policy of the Board to attempt to give each Director the opportunity to serve as President and Vice President for one year during their four-year term. Notwithstanding the foregoing, an incumbent President or Vice President may be re-elected to that office. The officers serve at the pleasure of the Board and may be removed from office prior to the expiration of their one-year term.

CHAPTER 2.03

ORDINANCES

Sections:

2.03.010 Publication of Ordinances

2.03.010 **Publication of Ordinances** - All ordinances of the Board will be placed for publication once in the public notice section of a local newspaper of general circulation within 30 days after adoption.

CHAPTER 2.04

BOARD MEETINGS

Sections:

- 2.04.010 Place of Meeting**
- 2.04.020 Time of Meeting**
- 2.04.030 Adjourned Meetings**
- 2.04.040 Special Meetings**
- 2.04.050 Written Notice of all Meetings**
- 2.04.055 Availability of Agenda Packet**
- 2.04.060 Agenda, discussion and debate - Regular and
Special Meetings**
- 2.04.070 Order of Business**
- 2.04.080 Voting**
- 2.04.090 Statements for Visitors**
- 2.04.100 Recording of Meetings**

2.04.010 Place of Meeting Until changed by further resolution amending these rules, the place of meeting of the Board of Directors shall be the Board Room of the Truckee Donner Public Utility District, in Truckee, California. When appropriate notice has been given, any meeting may be scheduled at another location within the District. The Board of Directors may, upon showing of special circumstances, hold Board meetings outside the District. All legislative meetings of said Board shall be open to the public and shall be held at said office and place of meeting; provided, however, that meetings duly opened at said office may be adjourned to such other place or places within the confines of said District as may be found convenient or necessary by the Board, and provided further that this rule shall not preclude the Board from holding executive sessions when permitted by law.

2.04.020 Time of Meeting The time for regular meetings of the Board is the first and third Wednesday of each month at 6:00 P.M. If and when said Wednesday falls on a legal holiday, then said regular meeting shall be held at 6:00 P.M. on the next business day following the legal holiday or other day agreed to by the Board.

2.04.030 Adjourned Meetings If the business coming before the Board at any regular or adjourned meeting is not finished on the day fixed for such meeting, or if for any reason such adjournment is deemed proper, the Board may adjourn to such time and place as may be specified in the Order of Adjournment. When the Order of Adjournment fails to state the hour to which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings. In the event that an adjourned meeting is not called, and a special meeting does not take place prior to the next regular meeting, then the unfinished items shall be placed on the agenda for the next regular meeting.

2.04.040 Special Meetings A special meeting may be called at any time by the President or by a majority of the members of the Board, by delivering personally, by e-mail or by mail written notice to each member of the Board and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notice must be delivered personally, by e-mail or by mail at least 24 hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Board. Such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Clerk/Ex-officio Secretary a written waiver of notice. Such waiver may be given in writing in person, by US mail or by e-mail. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

2.04.050 Written Notice of all Meetings Advance written notice shall be given for all meetings in the following manner:

2.04.050.1 A written notice of all meetings (agenda) shall be mailed or e-mailed to each Director as far in advance of the meeting as possible, but, in any event, either mailed, e-mailed or expressly hand-delivered so as to be received 72 hours in advance of the meeting. Notwithstanding the foregoing, and in accordance with Section 2.04.040 herein, notice for all special meetings shall be made at least 24 hours in advance of said meeting. Any Director may, at his discretion, file a signed waiver of such notice with the District.

2.04.050.2 Written notice of all meetings (agenda) shall be delivered or mailed as far in advance as possible, but, in any event, to be received 72 hours prior to the meeting, to all newspapers, radio stations, individuals and entities which have filed a request of such notice with the District and to all parties with business pending on that particular agenda of the meeting.

2.04.050.3 Written notice of all meetings (agenda) shall be posted at the District office, Town hall, the Truckee Branch of the Nevada County Library, and such other locations as may from time to time be determined by the Board of Directors.

2.04.055 **Availability of agenda packet** On all Board or committee meeting agendas a statement will be made advising that the complete packet of related material is available for public review at the District office and on the District's website.

2.04.060 **Agenda, discussion and debate - Regular and Special Meetings** The Clerk/Ex-officio Secretary of the District shall cause a Notice of Meeting (agenda) to be prepared which will state the matter to be heard in a manner that is easy to comprehend.

2.04.060.1 The Clerk/Ex-officio Secretary of the District and the President of the Board shall be jointly responsible for compiling the agenda for all regular meetings. In the case of special meetings, the Clerk/Ex-officio Secretary and those parties calling such meetings shall be responsible for the preparation of the agenda.

2.04.060.2 Each Director will have the right to request items to be placed on the agenda for any specific meeting, either: 1) Verbally requesting it if this request is supported by at least one additional Board member during a Board meeting, or 2) verbally or in writing to the President with the President's support. Such requests must be made in a timely manner and shall comply with the deadlines established for the preparation of the Notice of Meeting (agenda).

2.04.060.3 No item will be placed on the agenda until the following conditions have been met. Items on an agenda not meeting the conditions will be either struck from the agenda or will be tabled to the next meeting without discussion.

2.04.060.3(A) Information regarding the topic must be in the hands of the Board members prior to the Monday evening before the regular meeting and not less than three days prior to any special meeting with some exceptions in the case of an emergency meeting.

2.04.060.3(B) The item as it appears on the agenda will have adequate staff and consultant preparation prior to the presentation to the Board for discussion and review. Without this, such items will be referred to staff by the Chair.

2.04.060.3(C) The consultants and staff and Board will be kept informed by memo and regular correspondence of all major projects and proposals well in advance of it being placed on the agenda for Board review.

2.04.060.3(D) Debate and/or discussion on each agenda topic is limited to five minutes for each Director. The Board, by majority vote, may waive this provision for any agenda topic.

2.04.070 Order of Business The order of business in conducting the meeting of the Board shall be as follows:

1. Call to order
2. Roll call
3. Pledge of Allegiance
4. Changes to the agenda
5. Public input
6. Director's update
7. Special business/public hearings
8. Consent agenda
9. Action items
10. Workshop items
11. Routine business (such as approval of minutes and Treasurer's report)
12. Closed session
13. Return to public session
14. Adjournment

2.04.080 Voting Every action of the Board shall be taken by ordinance, resolution, motion, or unanimous consent. In the case of every action except one taken by simple motion or unanimous consent, the roll of Directors shall be called, and their individual votes recorded in the formal minutes. All official Board actions will require the affirmative vote of at least three Directors.

2.04.090 Statements from Visitors All members of the public attending Board meetings and having an interest in any agenda item shall have the right to address the Board before a vote is taken on such item. They shall be encouraged to ask questions directly related to reports made to the Board by members of the District's staff or consultants immediately after such reports are made and prior to Board action.

2.04.100 Recording of the Meetings The Clerk/Ex-officio Secretary shall arrange to have recordings made of the meetings of the Board, except when the Board goes into closed session, for use in preparation of the minutes. The Clerk/Ex-officio Secretary shall make duplicates of the recordings available to anyone for review upon arrangement.

CHAPTER 2.08

BOARD MEETING MINUTES

Sections:

2.08.010 Board Meeting Minutes

2.08.010 Board Meeting Minutes

2.08.010.1 The District's Board meeting minutes shall be action only minutes listing the title of the topic, a brief description of the topic, action taken or direction given, and any

appropriate roll call votes. Resolutions and ordinances shall be attached as part of the action minutes. These minutes shall be a permanent record of the District.

2.08.010.2 All Board meeting minutes will be officially recorded on electronic medium. The original recordings shall be preserved perpetually by the District Clerk or his/her designee.

2.08.010.3 Within 48 hours of a meeting, a copy of the action minutes shall be prepared in draft form.

2.08.010.4 Appropriate recording and play-back equipment shall be provided by the District. The equipment, recordings and copies of the action minutes shall be kept in library format. The equipment, duplicate recordings and copies of the action minutes shall be made available to the general public for review and inspection upon appointment during regular business hours of the District.

2.08.010.5 Copies of the action minutes and of the Board meeting recordings shall be made available to any interested party upon their request and payment of the duplication costs pursuant to the Miscellaneous Fee Schedule.

CHAPTER 2.10

PUBLIC HEARINGS

Sections:

2.10.010 Notices of Public Hearings

2.10.010 Notices of Public Hearings All public hearings will be advertised by the Secretary in a local newspaper of general circulation in small display ad form.

CHAPTER 2.12

COMMITTEES

Sections:

2.12.010 Committees

2.12.010 Committees Standing and select committees for the performance of such duties as may appear necessary and proper shall from time to time be appointed by the President. In the absence of any members of any committee, the presiding officer may appoint a substitute who shall serve during such absence.

CHAPTER 2.16

BUDGETS

Sections:

2.16.010 Budgets

2.16.010 Budgets The General Manager shall prepare a budget calendar for Board review at the first regular meeting in August prior to the budget cycle (annually or bi-annually). The General Manager shall present a proposed draft budget for the ensuing calendar year(s) to the Board in the last quarter of the budget cycle period for the next budget cycle. The Board shall adopt such budget with any changes ordered by it, not later than the second regular meeting in December. The Manager, or individual Board members may recommend changes in the budget from time to time; and the Board may adopt such changes. A public hearing shall be held prior to adoption of the budget.

CHAPTER 2.20

BOARD VACANCIES

Sections:

2.20.010 Board Vacancies

2.20.010 Board Vacancies All vacancies occurring on the Board of Directors, for whatever reason, shall be filled according to the rules contained in the California Government Code.

CHAPTER 2.24

PARLIAMENTARY PROCEDURE

Sections:

2.24.010 Parliamentary Procedure

2.24.010 Parliamentary Procedure As to all matters not hereinabove provided for, the conducting of the business of the Board and its parliamentary procedure shall conform to the RULES OF ORDER REVISED by H. M. Robert, which RULES OF ORDER are by reference made a part of these bylaws.

CHAPTER 2.28

AMENDMENT OF BYLAWS

Sections:

2.28.010 Amendment of Bylaws

2.28.010 Amendment of Bylaws Any proposed amendment to the Bylaws must be submitted in writing to the Clerk/Ex-officio Secretary of the District. The Clerk shall cause a copy to be distributed to each Director and shall cause the same to be placed on the agenda for the next regular meeting of the Board of Directors. In order to become effective, the amendment, or any modification thereof, shall require a vote of the majority of the Board.

CHAPTER 2.30

NOTICES

Sections:

2.30.010 Planning Department Notices

2.30.010 Planning Department Notices Planning Department Notices will be handled by the General Manager and the District Engineer. Notices of importance will be brought to the Board's attention by the Engineer during his report at the Board meeting.

CHAPTER 2.32

RELATIONSHIPS AMONG OFFICIALS

Sections:

2.32.010 Financial Relationships Among Officials

2.32.020 Director/Manager Relationship

2.32.010 Financial Relationships Among Officials

2.32.010.1 District officials, including but not limited to engineering, financial and/or legal consultants shall not enter into agreements with, or otherwise represent, individual Board members or other third parties where such an arrangement may potentially conflict with the interests of the District.

2.32.010.2 Members of the Board of Directors shall not enter into contractual arrangements with, or otherwise utilize, engineering, financial and/or legal consultants who perform work or services for the District on any material matters which may affect the District.

2.32.010.3 The General Manager shall not engage in any private enterprise within the District.

2.32.020 **Director/General Manager Relationship** The District recognizes, establishes and maintains the following guidelines in its relationship with the General Manager.

2.32.020.1 It is recognized that good management is the most important factor in the success of the District. In exercising such management, the Board of Directors reserves its responsibility to establish policy, approve plans and programs and delegate authority to its General Manager.

2.32.020.2 The Board of Directors recognizes its responsibility and its need to establish policies, approve plans and programs, and delegate authority to the General Manager to execute and carry out its plans, programs and policies. The General Manager shall, among other things, have authority to hire capable personnel within the approved wage and salary plan and policy, train, supervise and replace them if necessary.

2.32.020.3 All policies of the Board of Directors shall be promulgated to regular and special meetings, acting collectively as a Board. The General Manager is delegated the responsibility of carrying out such policies.

2.32.020.4 It shall be the policy of the Board of Directors to refrain, as individuals, from discussing management problems with the personnel of the District. At the request of the General Manager, the Board of Directors may confer with personnel at regular or special meetings of the Board.

2.32.020.5 This in no way precludes any Board member from talking with any District employee or requesting information from any District employee. However, if such requests for information are of a time-consuming nature, in consideration of the employees' work schedules, Directors shall coordinate such requests through the General Manager.

2.32.020.6 It shall be distinctly understood that the "flow" of authority for the management of the District shall be through the General Manager, and the General Manager shall be the connecting link between the Board of Directors and the personnel. The Board of Directors shall require full and complete information from the General Manager concerning all matters in connection with the management of the District as set forth in Board policies.

2.32.020.7 Primarily, the purpose of this policy is to define the relationship that shall exist between the Board of Directors, who are the elected representatives of the District, and the General Manager, who is employed by the Board of Directors. The Board of Directors recognizes that effective management of the District can exist only through mutual understanding and complete cooperation between the Board of Directors and the General Manager. The General Manager is expected to produce results and give an account to the Board for his stewardship. His performance cannot be of the best unless he is given latitude to exercise independent judgment in executing policies of the Board of Directors. The Board acknowledges that obligation and gives the General Manager that latitude of judgment and discretion, and expects faithful performance in carrying out all of the policies of the Board of Directors.

2.32.020.8 The Board of Directors recognizes its responsibility for the employment of the General Manager and further, the additional responsibility for a systematic appraisal of the General Manager's performance in order that growth, development and effective improvements are encouraged.

2.32.020.9 The President of the Board of Directors shall be responsible for inviting the attention of the Board members to non-adherence to this policy.

2.32.020.10 Combined with section 2.48

CHAPTER 2.36

PAYMENT OF EXPENSES – See Chapter 2.58

CHAPTER 2.40

DELEGATIONS

Sections:

2.40.010 Delegations from the Board of Directors to the General Manager

2.40.010 Delegations from the Board of Directors to the General Manager - In order to properly carry out the policy making responsibilities of the Board of Directors, the Board wishes to clarify its priorities and delegations of authority to the General Manager. By clarifying the Board's priorities and delegations, the Manager will have the authority to properly direct the operations of the District, and the Board will be better able to review the District's performance.

As set forth in Section 16114 of the Public Utilities Code, the General Manager is delegated full charge and control of the construction of the works of the District and of their maintenance and operation.

Subject to policy formulation and direction by the Board of Directors, the General Manager shall plan, direct, coordinate, and review the activities of the District's operations and work forces.

The General Manager is hereby delegated the following specific authority and responsibility, and may further delegate authority and responsibility to District staff. In carrying out these duties, the General Manager will adhere to policy determinations of the Board of Directors.

2.40.010.1 Plan

2.40.010.1(A) Direct and participate in the development and implementation of goals, objectives, management policies.

2.40.010.1(B) Advise the Board on matters of administrative practices, recommend legislation and policies required in the public interest.

2.40.010.1(C) Formulate with his staff long and short term plans for recommendation to the Board of Directors.

2.40.010.2 Organize

2.40.010.2(A) Review the District's activities and recommend to the Board the best type of organizational structure.

2.40.010.2(B) Review all District operations to establish work standards and improve methods.

2.40.010.3 Staff

2.40.010.3(A) Determine, with advice from staff, the need to change positions, provided they are within the limitations of the budget.

2.40.010.3(B) Determine qualifications and standards for use in recruiting, hiring, promoting and assigning the District's personnel.

2.40.010.3(C) Select, appoint, promote, reassign or release District employees.

2.40.010.3(D) Formulate an effective method of instilling and motivating a team effort by all employees.

2.40.010.3(E) Develop a procedure whereby employees may advance within the District if they are capable and desire to do so.

2.40.010.3(F) Implement, maintain and enforce the District's personnel policies as prescribed by the Board.

2.40.010.3(G) Act as the Board's agent in meeting and conferring with employees and employee organizations.

2.40.010.3(H) Implement job training and safety programs to the benefit of the District.

2.40.010.3(I) Establish performance appraisal programs for all District personnel.

2.40.010.3(J) Maintain up-to-date chart of all District positions and their respective class specifications.

2.40.010.3(K) Recommend to the Board for approval the employment of outside consultants and negotiate terms of contracts for services.

2.40.010.4 Direct

2.40.010.4(A) Enforce and administer the provisions of the laws and ordinances of the District.

2.40.010.4(B) Direct all District personnel.

2.40.010.4(C) Respond to citizens' complaints and requests for information.

2.40.010.4(D) Conduct continuous research into administrative practices to produce greater efficiency and economy in District operations.

2.40.010.4(E) Direct the day-to-day activities of the District except as specified otherwise by the Bylaws of the Board. Delegate appropriate responsibility and authority to staff.

2.40.010.5 Finance

2.40.010.5(A) Prepare a long term capital improvements program for Board consideration.

2.40.010.5(B) Direct the preparation and administration of the District budget.

2.40.010.5(C) Direct the investment of District funds in accordance with Board policy.

2.40.010.5(D) Establish accounting systems, procedures, statistics and types of reports necessary for sound financial management of the District.

2.40.010.5(E) Purchase all materials, supplies and equipment within the limits of the budget and in accordance with Board policy.

2.40.010.5(F) Review rate structure to determine where adjustments are needed to insure adequate cash flow and to provide revenue to meet expenses and establish reasonable reserves and replacement of assets.

2.40.010.5(G) Develop and maintain inventory records. Conduct periodic inventories. Dispose of surplus materials in accordance with Board policy.

2.40.010.5(H) Assist the Board in arranging for an annual audit. Review the audit with staff.

2.40.010.6 Report

2.40.010.6(A) Submit periodic reports to the Board on revenues and expenses compared to the budget.

2.40.010.6(B) Develop and submit to the Board such operational summaries as will enable the Board to review the overall performance of the District.

2.40.010.6(C) Keep the Board informed of customer complaints.

2.40.010.6(D) Inform the Board of significant problems that arise so that the Board can provide necessary direction to staff.

2.40.010.6(E) Items will be reported to the Board by the Manager as appropriate under Manager's Report during regular Board meetings.

2.40.010.7 Public and customer relations

2.40.010.7(A) Represent the Board in the community and at professional meetings as required and as directed by the Board.

2.40.010.7(B) Investigate and authorize membership in service clubs and associations which would be beneficial to the District, and authorize the payment of dues for such memberships by the District management staff.

2.40.010.7(C) Develop a program for maintaining favorable relations with District customers.

2.40.010.8 Manager to delegate - In performing the responsibilities set forth herein, the Manager is expected to develop a highly competent and motivated staff and should delegate authority and responsibility to the staff to insure the proper functioning of the District.

CHAPTER 2.44

CONDITIONS OF EMPLOYMENT

Sections:

2.44.010 Conditions of Employment for the General Manager

2.44.010 Conditions of Employment for the General Manager Prior to employment by the District, the prospective General Manager shall be required to satisfy the Board of Directors that his general physical condition is such that he will be able to function properly in the position.

CHAPTER 2.48

PERFORMANCE EVALUATIONS AND SALARY ADJUSTMENTS

Sections:

2.48.010 Performance Evaluations and Salary Adjustments for the General Manager

2.48.010 Performance Evaluations and Salary Adjustments for the General Manager The General Manager shall be employed by the Board of Directors at a salary established by the Board. The Board shall work with the General Manager to set performance goals and objectives. At least annually, the Board will appraise the General Manager's performance as described in the General Manager's Employment Agreement with the District. Consideration of an increase in compensation within the District's approved wage and salary plan will be given at that time.

CHAPTER 2.50

RETENTION AND/OR DESTRUCTION OF RECORDS

Sections:

2.50.010	Destruction of District records; excepted records
2.50.020	Retention of District records
2.50.030	Destruction of District records; conditions
2.50.040	Duplicate records less than five years old; destruction
2.50.050	Authority of Treasurer or fiscal agents

2.50.010 Destruction of District records; excepted records Unless otherwise provided by law, the District Clerk may destroy any District record, document, instrument, book or paper under his or her charge, without making a copy thereof, after the same is no longer required.

2.50.020 Retention of District records This Section does not authorize the destruction of records required to be kept by statute. (See Appendix A for District Record Retention Schedule.)

2.50.030 Destruction of District records; conditions Notwithstanding the provisions of Section 2.50.010, the District Clerk who is the custodian of District records, documents, instruments, books and papers, may cause to be destroyed any or all such records, documents, instruments, books and papers, if all of the following conditions are complied with:

- a) The record, paper or document is photographed, micro-photographed, reproduced by electronically recorded video images on magnetic surfaces, recorded in the electronic data-processing system, recorded on optical disk, reproduced on film or any other medium which does not permit additions, deletions, or changes to the original document in compliance with the minimum standards or guidelines, or both, as recommended by the American National Standards Institute or the Association for Information and Image Management for recording of permanent records or non-permanent records, whichever applies.
- b) The device used to reproduce such record, paper or document on film, optical disk, or any other medium is one which accurately reproduces the original thereof in all details and which does not permit additions, deletions, or changes to the original document images.
- c) The photographs, microphotographs, or other reproductions on film, optical disk or any other medium are placed in conveniently accessible files and provision is made for preserving, examining, and using the files.

Every reproduction complying with the above process shall be deemed to be an original record and a transcript, exemplification, or certified copy of any reproduction shall be deemed to be a transcript, exemplification, or certified copy, as the case may be, of the original.

2.50.040 Duplicate records less than five years old; destruction Notwithstanding the provisions of Section 2.50.010, the District Clerk may prescribe a procedure under which duplicates of District records less than five years old may be destroyed if they are no longer required.

2.50.050 Authority of Treasurer Under such conditions as the Treasurer fixes, he/she, or other duly authorized agents, may destroy or cremate any or all bonds and any or all coupons pertaining thereto which have been previously paid or canceled.

(Based on Government Code Sections 34090, 34090.7, 53921 and 60203)

CHAPTER 2.52 (2/18/09, Res 2009-09)

CONFLICT OF INTEREST

Sections:

2.52.005	Financial Interests of Employees
2.52.010	District's Conflict of Interest Code
2.52.015	Officials Who Manage Public Investments
2.52.020	Disclosure Categories and Designated Positions

2.52.005 Financial Interests of Employees It is the policy of the Board that no employee of the District shall have any financial interest in any activity outside the District which does business for profit with the District.

2.52.010 District's Conflict of Interest Code The Political Reform Act (Government Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict-of-interest codes. The Fair Political Practices Commission has adopted a regulation (2 Cal. Code of Regs. 18730) that contains the terms of a standard conflict-of-interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, the standard code may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby adopted and incorporated by reference. This regulation and Sections 2.52.015 – 2.52.020 designating officials and positions and establishing disclosure requirements shall constitute the conflict-of-interest code for the Truckee Donner Public Utility District (District).

2.52.010.1 Place of Filing Individuals holding designated positions shall file their statements with the District, which will make the statements available for public inspection and reproduction (Gov. Code §81008). Statements for all designated positions will be retained by the District.

2.52.015 Officials Who Manage Public Investments The following positions are not covered by this conflict-of-interest code because those individuals holding these positions must file under Government Code Section 87200. These positions are listed for

informational purposes only:

- Members of the Board of Directors
- General Manager
- District Treasurer
- Assistant Treasurer
- Consultants (Those that invest public funds.)

An individual holding one of the above-listed positions may contact the Fair Political Practices Commission for assistance or written advice regarding their filing obligations if they believe that their position has been categorized incorrectly. The Fair Political Practices Commission makes the final determination whether a position is covered by Government Code Section 87200.

2.52.020 Designated Positions and Disclosure Categories

A. Designated Positions

The following positions are in Disclosure Category I:

Administrative Services Manager
Assistant General Manager
Attorney
Electric Utility Manager/Power Supply Engineer/GIS
Public Information and Conservation Manager
Water Utility Manager
Consultants*

The following positions are in Disclosure Category II:

Buyer/Clerk
Contract Administrator
Customer Services Manager
Finance and Accounting Manager
Geographic Information System Coordinator
Senior Accountant Analyst
Technical Program Administrator

The following positions are in Disclosure Category III:

Conservation Program Administrator
Electric Engineer
Electric Superintendent
Electric System Engineer
Water Engineer
Water Superintendent
Water System Engineer

*Consultants shall be included in the list of designated employees and shall disclose pursuant to the Disclosure Requirements in the Code, subject to the following limitations. The General Manager may determine, in writing that a particular consultant, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this section. Such written determination shall include a description of the consultant’s duties, and based upon that description, a statement of the extent of disclosure requirements. The General

Manager's determination is a public record and shall be retained for public inspection in the same manner and location as the conflict-of-interest code.

B. Disclosure Category I

Individuals holding designated positions in Disclosure Category I must report their interests in real property located within the jurisdiction or within two miles of the boundaries of the jurisdiction or within two miles of any land owned or used by the agency; and investments and business positions in business entities, and income, including loans, gifts, and travel payment, from all sources.

C. Disclosure Category II

Individuals holding designated positions in Disclosure Category II must report their interests in real property located within the jurisdiction or within two miles of the boundaries of the jurisdiction or within two miles of any land owned or used by the agency; investments and business positions in business entities, and income, including loans, gifts, and travel payment, from sources, that:

- a) provide supplies, materials, machinery, equipment, or vehicles of the type utilized by the District, including, but not limited to: motor and specialty vehicles and parts, petroleum products, construction and building materials (e.g. transformers, poles, wire, cable, pipes), and solar and renewable energy products;
- b) are contractors providing services utilized by the District, including, but limited to: educational and medical services, information technology, insurance, engineering, energy pricing, legal, and billing and collection;
- c) are persons with a permit pending before the District;
- d) are utility companies or sources that supply power to the agency, including solar and renewable power;
- e) engage in the business of brokering, acquiring, leasing, marketing, disposing, or owning real property; or
- f) provide engineering, energy, or environmental assessment reports including those relating to pricing and demand.
- g) provide consulting services, including, but not limited to: legal, financial, public relations, labor relations, and energy.

D. Disclosure Category III

Individuals holding designated positions in Disclosure Category III must report their investments and business positions in business entities, and income, including loans, gifts, and travel payments, from sources, that provide services, supplies, materials, machinery, equipment, or vehicles of the type utilized by the Department to which the filer has been assigned.

CHAPTER 2.56

BOARD CODE OF CONDUCT

Sections:

- 2.56.010 Introduction**
- 2.56.020 General**

2.56.030	Directors Conduct with One Another
2.56.040	Rules Regarding Public Input
2.56.050	Procedural Considerations
2.56.060	Debate Forum

2.56.010 Introduction

The Truckee Community has established the Truckee Donner Public Utility District (District) to provide essential services needed to support the prosperity and general wellbeing of the community. The District's powers and responsibilities are set forth in the California Public Utility District Act that requires the election of a Board of Directors to govern the District by meeting in accordance with the California law known as the Brown Act. The Board of Directors is required to consider complex facts and make many important decisions that impact the prosperity and general wellbeing of the Truckee Community. The voters of the District have elected a Board of Directors to govern the District, and that Board states that it recognizes the importance of making sound reasoned decisions in a timely and efficient manner. The Board recognizes the importance of deliberating and making decisions using a process that is orderly, efficient, civil, fact based and proceeds in a timely basis.

2.56.020 General

The Board of Directors shall perform its duties in accordance with the processes and rules set forth in this Code governing the deliberation of public policy issues, meaningful involvement of the public, and implementation of policy decisions of the Board by District staff.

2.56.020.1 The Board shall make its decisions based on the merits and substance of the matter at hand, rather than on unrelated considerations.

2.56.020.2 The Board shall conduct its business in a manner that supports the maintenance of a positive and constructive work place environment for District staff, private citizens and businesses dealing with the District.

2.56.020.3 Directors shall prepare in advance of Board meetings and be familiar with issues on the agenda.

2.56.020.4 Directors shall fully participate in Board meetings while demonstrating respect, consideration and courtesy to others.

2.56.020.5 Directors shall become familiar with Rules of Procedure and this Board Code of Conduct.

2.56.020.6 Directors shall be responsible for the highest standards of respect, civility and honesty.

2.56.030 Directors Conduct with One Another

The Board of Directors is composed of individuals with a wide variety of opinions and all have freely chosen to serve in public office. It should be recognized that disagreements will

develop and need to be accommodated in a courteous manner.

In public meetings the Directors shall:

2.56.030.1 Practice civility and decorum in discussions and debate;

2.56.030.2 Honor the role of the Board President in maintaining order and equity. Respect the Board President's efforts to focus discussion on current agenda items. Objections to the President's actions should be voiced politely and with reason;

2.56.030.3 It shall be the duty and responsibility of the Board President to ensure that the rules of operation and decorum contained in the Board Code of Conduct are observed;

2.56.030.4 The Board President shall maintain control of communication between Directors and between the Directors and staff and public;

2.56.030.5 Directors should request and be recognized by the Board President before speaking. When one Director has the floor and is speaking other Directors shall not interrupt or otherwise disturb the speaker;

2.56.030.6 Be respectful of other people's time. Stay focused and act efficiently during public meetings. The work at hand is important and decisions must be made;

2.56.030.7 Staff members assist the General Manager in presenting information to the Board of Directors and shall be a resource to the Directors to answer questions arising during discussion. These discussions shall remain focused on the agenda topic in accordance with the Brown Act;

2.56.030.8 District General Counsel shall act as Parliamentarian to assist the Board President in matters regarding procedure, enforcement of this Board Code of Conduct and compliance with the Brown Act so that the Board actions remain orderly and proper;

2.56.030.9 The Board President may limit the time any Director or other speaker has to address the Board so that the business of the Board appearing on the agenda can be dealt with efficiently.

2.56.040 Rules Regarding Public Input It is recognized that an important element of governing the District within the traditions of democracy require and benefit by citizen input. It is also recognized that the Brown Act requires that the Board's meeting agenda provide for the opportunity for public input. It is also recognized that the Board of Directors of the District shall accept public input and consider it seriously.

In public meetings the Directors shall:

2.56.040.1 Listen to public input in a respectful and civil manner;

2.56.040.2 Directors shall not engage presenter of public input in dialogue, but shall, at the conclusion of public input, discuss and decide the appropriate response to the input;

2.56.040.3 Public input shall be limited to three minutes per presenter, or as deemed appropriate from the Board President, to provide time for the Board of Directors to efficiently conduct other business on its agenda;

2.56.040.4 Equally, public presenters shall be respectful of the Board of Directors and others participating in the meetings.

2.56.050 Procedural Considerations The Board of Directors shall commit to annually review important procedural materials. At the beginning of each year the Board of Directors will review Board Code of Conduct, the Brown Act and other matters related to Board procedures.

2.56.060 Debate Forum The discussion and deliberations at Board meetings are to secure the mature and reasoned decision of the Board on matters appearing on the agenda.

All discussions must be relevant to the motion before the Board. A Director is given the floor only for the purpose of discussing the pending question; discussion which departs from the agenda matter is out of order.

Protocol for agenda items:

1. Board President reads the agenda item
2. General Manager or staff representative introduces the question before the Board
3. Report from staff/presenter
4. Public input
5. Director questions and discussion
6. Motion and second
 - Motion to approve
 - Motion to amend
 - Motion to table
 - Motion to call the question
7. Action

2.56.070 Ethics Training As required by California AB 1234, beginning in January, 2006 each director will attend ethics training. Thereafter, recertification of having attended ethics training is required every two years.

Resolution 2008-30 (Oct. 1, 2008)

CHAPTER 2.58

BOARD TRAVEL AND EXPENSE POLICY

Sections:

- | | |
|-----------------|---------------------------|
| 2.58.010 | Objective |
| 2.58.020 | Policy Content |
| 2.58.030 | Allowable Expenses |

2.58.040	Authorization for Travel or Training
2.58.050	Cost Control
2.58.060	Lodging
2.58.070	Meals
2.58.080	Telephone/Fax/Cellular
2.58.090	Internet
2.58.100	Airport Parking
2.58.110	Cash Advance Policy
2.58-120	Credit Card Use Policy
2.58.130	Submitting Travel Expense Reports
2.58.140	Reports to the Governing Board
2.58.150	Compliance with Laws
2.58.160	Violation of This Policy

2.58.010 Objective

To establish a policy governing the reimbursement to members of the Board of Directors (“Directors”) for expenses incurred while involved in official District business or while attending authorized meetings or training.

2.58.020 Policy Content

1. It is District policy to use public funds for travel and training only when there is a substantial benefit to the District.
2. This policy provides guidance to elected and appointed officials on the use and expenditure of District resources, as well as the standards directing those expenditures.
3. It is District policy to satisfy the requirements of Government Code sections 53232.2 and 53233.3 and AB 1234.
4. It is District policy to reimburse Directors for authorized travel, meals, lodging, and other actual and necessary expenses that are reasonably incurred in the conduct of District business and detailed in an expense report with receipts attached.

2.58.030 Allowable Expenses

Directors shall only use District funds, equipment, supplies, and staff time for authorized District business.

Directors shall use good judgment when incurring business expenses, and are expected to use a reasonably economic means of lodging, meals and transportation that will meet the traveler’s requirements with due consideration to safety and comfort.

Expenses reasonably incurred in connection with the following types of Director activities generally constitute allowable expenses, as long as the other requirements of this Policy are met:

1. Meetings and communicating with representatives of regional, state and national government on adopted policy positions;

2. Attending approved educational seminars designed to improve Directors' skill and information level;
3. Participating in regional, state and national organization meetings or trainings, such as NCPA, UAMPS, AWWA or CSDA; and
4. All other reasonable expenditures previously approved by the District's governing body in a public meeting before the expenditures were incurred.

Examples of expenses that the District will **not** reimburse include, without limitation:

1. The personal portion of any District-related trip;
2. Political or charitable contributions or events;
3. Family expenses, including partner's expenses when accompanying a Director on District-related business, as well as children- or pet-related expenses;
4. Entertainment expenses, including theater, movies (either in-room or at the theater), sporting events (including gym, massage and/or golf related expenses), or other cultural events;
5. Mileage to and from District facilities or to attend meetings of the Board of Directors;
6. Non-mileage personal automobile expenses, including repairs, traffic citations, insurance or gasoline; and
7. Personal losses incurred while on District business.

2.58.040 Authorization for Travel or Training

Any expenses that do not fall within this Policy or the Internal Revenue Service ("IRS") rates must be approved by the District's governing body in a public meeting **before** the expenditures were incurred; otherwise, the expenses are not reimbursable.

Board members shall request authorization to attend meetings or training during the "Director Update" section of a regular Board of Directors meeting. If there is no Board opposition, the request will be considered authorized by this policy. The Board President or any Director can request the travel and/or training request be placed on the agenda of the next regularly scheduled Board meeting for action.

2.58.050 Cost Control

To conserve District resources and keep expenses within community standards for public officials, Director expenditures shall strictly adhere to the following guidelines. The District shall only pay or reimburse those expenses that meet these guidelines. Any expenses incurred in excess of these guidelines are the Director's personal responsibility.

Except as otherwise specified in this Policy, the District shall use the current IRS rates established in Publication 463 (and any future amendments) as its reasonable reimbursement rates.

A. Transportation

The most economical mode and class of transportation reasonably consistent with scheduling needs shall be utilized, using the most direct and time-efficient route available. Pursuant to AB 1234, Directors shall use government and group rates for all transportation when available.

a. Airfare

Air travel shall be by coach or standard class. The most cost-effective route shall be used.

Alternate routes or additional stops for the Director's personal benefit shall be at the Director's expense, prorated to the most cost-effective, direct route to the District-related destination.

b. Automobile

Rental vehicle expense may be reimbursed when a Director, or other District official, is attending an out-of-town conference, and it is determined that a rental vehicle is the most economical transportation available. In making this determination, the rental costs, parking and gasoline expenses shall be compared to the combined costs of other available transportation.

Automobile mileage for personally owned automobiles shall be reimbursed at the IRS rate currently in effect (see www.irs.gov). The rates are designed to compensate the driver for gasoline, insurance, maintenance and other expenses associated with operating the vehicle. Reasonable parking and toll expenses shall also be reimbursed, but not fines and penalties for the violation of traffic, parking or other laws.

Directors must have a valid driver's license and adequate liability insurance on their vehicle. Proof of both shall be on record at the District office.

c. Taxis/Shuttles

Reasonable taxi or shuttle fares may be reimbursed, including a fifteen percent (15%) gratuity per fare, when the cost of such fares is equal to or less than the cost of vehicle rentals, gasoline and parking combined, or when such transportation is reasonably necessary for time-efficiency. Fare reimbursements require valid receipts.

2.58.060 Lodging

The District shall reimburse the actual cost of reasonable lodging required for overnight travel. Directors incurring overnight lodging costs while on District business shall seek appropriate, economical accommodations. Directors shall use government and group rates for lodging when available.

Pursuant to AB 1234, if the Director's lodging is in connection with a conference or other seminar (e.g. mandatory ethics training), the lodging costs cannot exceed the group rate published by the event sponsor. If the group rate is not available at the time of booking, the Director is to use comparable lodging that does not exceed the District's Policy or IRS rates, whichever is lower.

The District's reimbursable lodging rate is the reasonable base room rate charged, plus lodging taxes. Lodging reimbursements require valid, itemized receipts.

2.58.070 Meals

Directors must use good judgment as to the reasonableness of meal expenses. Reasonable meal costs shall be based upon the per diem rate tables listed in IRS Publication 1542. Directors shall use reasonable efforts to avoid particular areas of high-cost meals and travel.

Meal gratuities should not exceed acceptable and customary practices. Directors are encouraged to take advantage of meals included in the price of a seminar, conference, and/or their hotel room. Meal reimbursements require valid, itemized receipts.

2.58.080 Telephone/Fax/Cellular

Directors shall be reimbursed for reasonable telephone, cellular, and fax expenses when traveling for District business. When on overnight travel, one telephone call per day to the Directors family may be submitted for reimbursement. Telephone bills submitted for reimbursement shall identify all calls made for District business. For cellular calls based on a Director's specified minute plan, the Director shall identify the percentage of calls made for District business for reimbursement. The District shall not reimburse cellular charges for multimedia or text messaging services, unless permissible under Section 2.58.090, below.

2.58.090 Internet

Directors shall be reimbursed for Internet access and/or usage fees while out of town if Internet access is reasonably necessary for District-related business. Internet-related expenses shall not exceed fifteen dollar (\$15) per day.

2.58.100 Airport Parking

Long-term parking shall be used for travel exceeding 24 hours. Directors shall use good judgment in selecting the most cost-effective parking accommodations available.

2.58.110 Cash Advance Policy

From time to time, it may be necessary for a Director to request a reasonable cash advance for anticipated expenses while conducting District business. All cash advance requests shall be submitted to the District's General Manager five (5) business days prior to the need for the cash advance. The written requests shall include the:

1. Purpose of the expenditure(s);
2. Benefits of the expenditure(s) to the District;
3. Estimated amount of the expenditure(s) (e.g., lodging, meal, and transportation expenses); and
4. Dates of the expenditure(s).

Any unused advance shall be returned to the District within five (5) business days after either the expenditure date or the Director returns from out-of-town. The Director shall also provide valid itemized receipts and a detailed expense report explaining how the cash advance was used in compliance with this Policy.

If the District's General Manager is uncertain as to whether a request complies with this Policy, then the requesting Director shall seek approval from the District's Board at the next regularly scheduled Board meeting.

2.58.120 Credit Card Use Policy

District credit cards have been issued to each Director and shall only be used for authorized District-related expenses. Absolutely **no** personal charges may be placed on the District's credit card at any time.

The Director shall provide valid receipts within thirty (30) business days of the credit card use. All submitted credit card expenses shall include the proprietary itemized receipt and the credit card receipt. The Director shall also include a detailed expense report stating the:

1. Dates of the expenditure(s);
2. Purpose of the expenditure(s);
3. Benefits of the expenditure(s) to the District; and
4. Any additional information.

2.58.130 Submitting Travel Expense Reports

All cash advance expenditures, credit card expenses and other expense reimbursement requests shall be submitted on the District provided expense report form. This form shall include the following advisory:

All expenses reported on this form shall comply with the District's policies relating to expenses and use of public resources. The information submitted on this form is a public record. Penalties for misusing public resources and violating the District's policies include loss of reimbursement privileges, restitution to the District, civil and criminal penalties as well as additional income tax liability.

It is the Director's responsibility to provide a complete, detailed and factual accounting of expenses on every expense report. Expense reports shall also indicate that the documented expenses comply with this Policy.

Except for cash advances, which must be submitted in accordance with Section 2.58.110 above, Directors shall submit their expense reports within thirty (30) days of incurring an expense

Expense reports shall include valid, itemized receipts for each documented expense. All credit card expense reports shall include the proprietary itemized receipt and the credit card receipt. Inability to provide this required documentation may preclude reimbursement and the Director will be personally responsible for the expenses.

The District's General Manager shall verify that the submitted expense report complies with this Policy and approve the expense report for payment or reimbursement.

2.58.140 Reports to the Governing Board

Directors shall provide brief reports on meetings, seminars, conferences, and other events that they have attended at the District's expense during the next regular Board meeting. If multiple Directors attended the same event, then a joint report may be provided to the Board.

2.58.150 Compliance with Laws

Directors shall keep in mind that some expenditures may be subject to additional reporting requirements under the Political Reform Act and other applicable laws. All District expenditures are public records subject to disclosure under the California Public Records Act.

2.58.160 Violation of This Policy

Use of public resources or falsifying expense reports in violation of this Policy may result in the following penalties, without limitation: 1) loss of reimbursement privileges; 2) a restitution to the District; 3) additional state and federal income tax liability for the Director; 4) civil penalties for misuse of public resources (up to \$1,000 per day plus three times the value of the unlawful use; and 5) prosecution for misuse of public resources (2, 3, or 4 years in state prison and disqualification from holding public office in California).

Resol 2009-03 (1/7/09); Res. 2010-09 (6/2/10)