

CLEARLAKE OAKS COUNTY WATER DISTRICT

RESOLUTION NO. 26-13

A RESOLUTION OF THE BOARD OF DIRECTORS OF CLEARLAKE OAKS COUNTY WATER DISTRICT ADOPTING A CODE OF CONDUCT FOR BOARD MEMBERS

WHEREAS, the Clearlake Oaks County Water District (“District”) is a county water district organized and operating under the County Water District Law, Water Code section 30000 et seq., and the Board of Directors (“Board”) is the governing body of the District pursuant to Water Code section 30575; and

WHEREAS, the Board is responsible for establishing the policies and objectives of the District, safeguarding the District’s assets, and ensuring that the District is well managed and responsive to the needs and interests of its ratepayers and the community it serves; and

WHEREAS, Board members are subject to state laws governing the conduct of public officials, including the Political Reform Act of 1974 (Government Code section 81000, et seq.), Government Code section 1090, et seq., the Ralph M. Brown Act (Government Code section 54950, et seq.), and the local agency ethics training requirements of Government Code section 53234, et seq.; and

WHEREAS, the Board desires to supplement those laws with a written Code of Conduct that describes the standards of behavior expected of Board members, provides ongoing guidance to Board members in their day-to-day service, defines the respective roles of the Board, the General Manager, District staff, and General Counsel, and promotes the public’s trust and confidence in the integrity and fair operation of the District; and

WHEREAS, the Board further desires to establish a fair and orderly process for receiving and evaluating complaints that a Board member has violated the Code of Conduct, and to identify the measures the Board may take in response to a substantiated violation, including admonishment, revocation of special privileges, and censure; and

WHEREAS, a proposed Code of Conduct for Board Members has been prepared and presented to the Board for consideration at a duly noticed public meeting held in accordance with the Ralph M. Brown Act, at which members of the public were afforded an opportunity to comment.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Clearlake Oaks County Water District as follows:

Section 1. Recitals. The foregoing recitals are true and correct and are incorporated into this Resolution by this reference.

Section 2. Adoption of Code of Conduct. The Board hereby adopts the Code of Conduct for Board Members attached hereto as Exhibit A and incorporated herein by this reference (“Code of Conduct”).

Section 3. Acknowledgement by Board Members. Each current member of the Board shall execute the Board Member Acknowledgement included in the Code of Conduct within thirty (30) days following the adoption of this Resolution, and each person thereafter elected or appointed to the Board shall execute the Acknowledgement within thirty (30) days after taking office. The Secretary to the Board shall maintain executed Acknowledgements with the official records of the District.

Section 4. Relationship to State Law. The Code of Conduct is intended to supplement, and not to replace, limit, or alter any obligation imposed on Board members by state or federal law. In the event of any conflict between the Code of Conduct and applicable law, the applicable law shall control. Nothing in the Code of Conduct shall be construed to restrict any Board member's rights under the First Amendment to the United States Constitution or article I, section 2 of the California Constitution, to remove a Board member from office, or to diminish any Board member's authority to vote on matters properly before the Board.

Section 5. Implementation. The General Manager, the Secretary to the Board, and General Counsel are authorized and directed to take all actions reasonably necessary to implement the Code of Conduct, including providing a copy to each current Board member and to each newly elected or appointed Board member upon taking office, and including the Code of Conduct in the District's policy manual.

Section 6. Prior Policies. This Resolution and the Code of Conduct supersede any prior Board policy, resolution, or practice to the extent inconsistent herewith.

Section 7. CEQA. The Board finds that adoption of this Resolution is not a "project" within the meaning of the California Environmental Quality Act (Public Resources Code section 21000, et seq.) because it constitutes general policy and procedure making that will not result in a direct or reasonably foreseeable indirect physical change in the environment.

Section 8. Severability. If any section, subsection, sentence, clause, or phrase of this Resolution or the Code of Conduct is held invalid by a court of competent jurisdiction, such decision shall not affect the validity of the remaining portions, and the Board declares that it would have adopted each remaining portion irrespective of the invalidity of any other portion.

Section 9. Effective Date. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Board of Directors of the Clearlake Oaks County Water District at a regular meeting thereof held on the 15th day of October 2026, by the following vote:

AYES: HERMAN/MCHUGH/WHITTIER/CROZIER

NOES:

ABSTAIN: ARCHACKI

ABSENT:

By: 
Michael Herman, Vice President

ATTEST

By: 
Olivia Mann, Board Secretary



EXHIBIT A - BOARD POLICY NO. 2026-13 CODE OF CONDUCT FOR BOARD MEMBERS

1. INTRODUCTION

It is the responsibility of the Board of Directors (Board) of the Clearlake Oaks County Water District (District) to ensure that the District is well managed and responsive to the needs and interests of its constituents, to comply with the law and use its powers and privileges honorably and fairly and in accordance with law, to safeguard the assets of the District, to employ and appoint such officers and employees as may be required to carry out the public service of the District, and to establish the policies and objectives of the District. The members of the Board are committed to carrying out their duties with integrity and respect, emphasizing the highest values and ethical behavior in public service, leadership, and decision-making. The Board adopts this Code of Conduct to ensure that all Board members, while exercising their office, conduct themselves in a manner that will instill public confidence and trust in the fair operation and integrity of the District.

2. PURPOSE

This Code of Conduct serves as a guide for Board members in the performance of their duties. The purpose of this Code of Conduct is to:

- (a) Describe the standards of behavior expected of Board members;
- (b) Provide an ongoing source of guidance to Board members in their day-to-day service as members of the Board; and
- (c) Promote and maintain an environment that fosters the public's trust and confidence in the District.

The principles and standards set forth below are intended to ensure effective communications and ethical practices by and among the members of the Board. Members who ignore or violate these principles and standards may be subject to censure by the Board or removal from representing the Board at any activities where they might be designated by the Board as a representative of the District.

3. VISION & MISSION

The District's mission is to provide the best quality water and the safest, most efficient treatment and disposal of wastewater at a reasonable cost. The District's vision is to provide high quality drinking water and environmentally safe disposal of wastewater. The Board is committed to the following guiding principles to achieve the District's vision and mission.

- **Reliability:** The Board is committed to providing a level of reliability that ensures customers' needs are met.
- **Quality:** The Board is committed to providing safe and high-quality services to its customers.
- **Stewardship:** The Board is committed to exercising good stewardship of financial and operating assets through use of sound, cost-effective business judgment.
- **Sustainability:** The Board is committed to addressing, adopting, and implementing policies that support the social, economic, and environmental values of the service area.

- **Customer & Community:** The Board is committed to informing and engaging its customers and community leaders as it pursues reliable, high quality, and sustainable water supply.

4. BOARD MEMBER COMMITMENTS

Board members recognize that their professional and personal conduct while exercising their office must be above reproach and that they should avoid even the appearance of impropriety. The following commitments serve as a guide for Board members as to how they should conduct themselves while representing the District.

4.1 Ethical Responsibility

- (a) Board members shall abide by and defend all applicable laws and policies, especially the political campaign, lobbying, and conflict of interest laws enforced by the Fair Political Practice Commission (FPPC), state laws, and the District's policies and procedures manual.
- (b) In order to ensure their independence and impartiality on behalf of the common good and compliance with conflict of interest laws, Board members should use their best efforts to refrain from creating an appearance of impropriety in their actions and decisions.
- (c) Board members should not use their official positions to influence government decisions in which they have (i) a material financial interest, (ii) an organizational responsibility or personal relationship which may give the appearance of a conflict of interest, or (iii) a strong personal bias. Board members who have a potential conflict of interest regarding a particular decision should disclose the matter to the General Counsel and reasonably cooperate with the General Counsel to analyze the potential conflict. If advised by the General Counsel to seek advice from the FPPC or other appropriate state agency, a Board member should not participate in a decision unless and until he or she has requested and received advice allowing them to participate. Board members should diligently pursue obtaining such advice and shall provide the General Manager and General Counsel with a copy of any written request or advice and conform his or her participation to the advice given.
- (d) Board members should maintain the confidentiality of all written materials and verbal information provided to members which is confidential or privileged. Board members should not disclose confidential information without prior legal authorization, or use such information to advance their personal, financial, or other private interests.
- (e) Board members should not use District resources that are not available to the public in general (e.g., staff time, equipment, supplies, or facilities) for private gain or for personal purposes not otherwise authorized by law.
- (f) Board members are required to complete two (2) hours of state-mandated ethics training for local agency officials within one (1) year of taking office. Thereafter, training is required every two (2) years to meet the specific requirements of Assembly Bill 1234.

4.2 Meeting Decorum

- (a) The members of the Board agree that differing viewpoints are healthy in the decision-making process and that all meetings of the Board and its standing committees shall be held in conformance with the provisions of the Ralph M. Brown Act, Government Code Section 54950 et seq.
- (b) Board members should perform their duties in accordance with the processes and rules of order established by the District and cooperate with the Board President in the orderly conducting of public meetings.
- (c) Board members should diligently prepare for meetings by understanding the background, purpose, and arguments for and against items of business before a meeting.
- (d) If necessary, Board members should seek background information about agenda items and operational matters by contacting the District's General Manager prior to a Board meeting. If the General Manager is unavailable, contact the General Manager's designee or the Board Secretary.
- (e) Board members should treat everyone with respect by actively listening to other viewpoints, and do not interrupt, ignore, or belittle the contributions of others. Members of the Board will use professional language.
- (f) Board members should endeavor to state their views concisely and clearly during meetings of the Board and refrain from discussing items not on the agenda.
- (g) Board members should provide fair and equal treatment of all persons and matters coming before the Board.
- (h) Board members should reflect professional standards in attire and conduct in public meetings, conferences, and events when representing the District.

4.3 Relationship with Other Board Members

- (a) The Board recognizes and acknowledges that the work of the District is a team effort and that they should work together in the collaborative process, assisting each other in conducting the affairs of the District.
- (b) Board members should strive to bring issues of interest to the Board, to the attention of the Board as a whole, rather than to select individual members.
- (c) Board members recognize and acknowledge that as individual members, except as authorized by the Board, they have no power to act for or on behalf of the District or the Board, or to direct the staff of the District. Board members are not precluded from making requests for information and any information provided to one Board member shall also be made available to other members of the Board upon request.

4.4 Relationship with the Public

- (a) The Board recognizes that public participation is an important part of the democratic process and the importance of avoiding impartiality, prejudice, or disrespect toward any individual participating in a public forum.

- (b) Board members should not make representations or promises regarding future actions of the Board or District to any third party, or to an organization of which they are a member.
- (c) When making public statements, Board members should make clear whether they are authorized to speak and are speaking on behalf of the District, or whether they are making the statement in their unofficial capacity or simply presenting their own views.
- (d) Board members shall refrain from accepting gifts, favors, or promises of future benefits that might compromise their independent judgment or action or give the appearance of being compromised.
- (e) When representing the District, Board members should accurately and honestly represent the official policies and positions of the District. In areas where no policy has yet been developed, Board member comments shall state that there is no official policy.
- (f) Board members shall refer all complaints from residents and property owners within the District to the General Manager.

4.5 Relationship with Other Public Agencies

- (a) The Board recognizes the value of public outreach and engaging with other public agencies on water policy issues.
- (b) When a Board member appears before or attends another governmental agency or organization, the Board member shall make it clear (i) whether his or her presence is in an official or unofficial capacity, (ii) whether his or her statement reflects personal opinion or is the official position of the District, (iii) whether his or her statement is the majority or minority opinion of the Board.
- (c) When representing the District, Board members shall support and advocate the official District position.
- (d) When representing the District, Board members should accurately and honestly represent the official policies and positions of the District.

4.6 Relationship with General Manager and Staff

- (a) The Board has delegated to the General Manager the power and authority to control the administration, maintenance, operation, and construction of the water and sewer systems of the District in an efficient manner and to employ and discharge all employees, with the exception of Board employees, to prescribe their duties, and to promulgate specific rules and regulations for such employees subject to the policies approved by the Board.
- (b) The Board recognizes that its primary responsibility is to formulate and evaluate policy and make financial decisions for the District.

- (c) Board members shall refrain from getting involved in routine administrative and operational matters within the authority of the General Manager, and shall deal directly with the General Manager on such matters. The following procedures are intended to provide for effective channels of communication and a clear division of responsibility between Board members and the General Manager.
- (i) Board members should develop a working relationship with the General Manager wherein current issues, concerns, and District projects can be discussed comfortably and openly.
 - (ii) In seeking clarification on informational items, Board members shall approach the General Manager to obtain information needed to supplement, upgrade, or enhance their knowledge to improve their legislative roll. Board members should not attempt to obtain such information directly from staff without the knowledge or involvement of the General Manager.
 - (iii) When approached by residents and property owners of the District with complaints, Board members should refer such complaints directly to the General Manager.
 - (iv) Board members should report matters related to safety, concerns for safety, or hazards to the General Manager.
 - (v) When seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming; Board members should refer such concerns directly to the General Manager or General Counsel.
 - (vi) When approached by District staff concerning specific District policy or operations, Board members should direct the District staff to the General Manager. Board Members may confer with the General Manager or General Counsel about such issues.
 - (vii) When responding to constituent requests and concerns, Board members should refer the requests or concerns to the General Manager or General Counsel. Board members may directly consult with the General Manager or the General Counsel about such issues.
 - (viii) When approached by vendors or contractors concerning the availability of work or contracts at the District, Board members should direct such inquiries to the General Manager.
- (d) Board members are encouraged to schedule an appointment with staff members, such as the General Manager or District Secretary, if a matter is anticipated to require lengthy discussion. Contacts between Board members and the General Manager are not limited.
- (e) Board member contact with District staff regarding matters pertaining to the District should be kept to a minimum. When direct personal contact is required, Board members should initiate contact in the same manner as a customer, who is not a Board member, would. Contact with staff members should not be excessive.

- (f) Per California Government Code, Sections 3201-3209, Board members should not solicit financial contributions from District staff or use promises or threats regarding future employment. Although staff may, as private citizens with constitutional rights, support political candidates, such activities cannot take place during work hours, at the workplace, or in District uniform.

4.7 Information Requests

- (a) The Board recognizes that all Board members should have the same information with which to make decisions and that information requested by or made available to one Board member should generally be provided to all members of the Board.
- (b) Board members should request all documents through the District Secretary. In addition, any information provided to an individual Board member should be made available to any other member upon request.
- (c) Board members should not request copies of information on behalf of the public which is otherwise accessible by members of the public in order to avoid payment of copy fees outlined in the District Records Policy, or procedures outlined in the Public Records Act.
- (d) Board members recognize and acknowledge that General Counsel represents the District and does not represent individual Board members. Board members should not request legal research or legal opinions from General Counsel without Board consensus, unless matters are of ethical or conflict of interest concern. Board members shall not request legal assistance or legal advice of a personal or business nature from General Counsel. As a professional courtesy, legal opinions, or advice on matters of District business solicited by individual Board members from outside legal counsel should be provided to General Counsel for review and comment.
- (e) Board members recognize and acknowledge that the Attorney-Client Privilege, as applied to the District and that as individual Board members, they cannot waive the attorney client privilege of the District and, as such, they shall not disclose legal opinions or advice provided to the District to any third party without the approval of the Board.

5. ENFORCEMENT

This Code of Conduct Policy establishes guiding principles for appropriate conduct and behavior and sets forth the expectations of Board members. The purpose of this section is to establish a process and procedure that (1) allows the public, members of the Board, and employees to report Code of Conduct policy violations or other misconduct; and (2) provides guidelines to evaluate Code of Conduct policy violations or other misconduct and implement appropriate disciplinary action when necessary. The following sections outline the process for reporting violations of this Code of Conduct Policy or other misconduct by members of the Board.

5.1 Reporting Complaints

Any complaints made by members of the public to the General Manager or District staff should be reported to the Board President and General Counsel. Any complaints made by one Board member against another should be reported to the General Manager and General Counsel to adhere to Brown Act requirements. Any complaints by employees should be made to the General Manager, who will in turn direct them to the Board President and General Counsel. In the event a complaint involves the Board President, the Vice President shall be informed instead of the Board President.

- (a) Notice of Complaint. Within seventy-two (72) hours of receipt of the complaint, General Counsel shall notify the Board member in question of the complaint. The notification shall include a copy of the complaint and any supporting documentation.
- (b) Evaluation of Complaints Alleging Violations. Upon receipt of a complaint, General Counsel shall conduct an initial review and determine the merits of the complaint and, if appropriate, shall present the complaint to the remainder of the members of the Board, absent the Board member in question, for consideration.
- (c) Minor Violations. If a simple majority of the Board agrees that the reported violation is without substance, no further action will be taken. If the reported violation is deemed valid but minor in nature, the Board President and General Counsel shall advise and, if appropriate, admonish the Board member privately to resolve the matter. Admonishment is considered to be a reproof or warning directed to a Board member about a particular type of behavior that violates this policy.
- (d) Serious Violations. If the reported violation is considered to be serious in nature, the matter shall be referred to legal counsel for investigation.
- (e) Investigations. The investigation process should include, but is not limited to, the ascertainment of facts relevant to the complaint through interviews and the examination of any documented materials. At the conclusion of the investigation, legal counsel shall report his/her findings to the remainder of the Board in writing. The report shall either (i) recommend that the Board member be exonerated based on a finding that the investigation did not reveal evidence of a serious violation of the Code of Conduct, or (ii) recommend disciplinary proceedings based on findings that one or more provisions of the Code of Conduct or other policies have been violated. In the latter event, the report shall specify the provisions violated along with the facts and evidence supporting each finding.
- (f) Board Review. The Board shall review the report and its recommendations. If the consensus of the Board is to accept the report and recommendations, the Board shall implement the recommendations. Where the recommendation is exoneration, no further action shall be taken. Where disciplinary action is recommended, the Board shall notify the subject Board member of the proposed recommendation. If the Board member in question accepts the report and the proposed recommendations, the Board shall implement the recommendations.

6. DISCIPLINARY ACTION

Disciplinary action may be taken by the Board against any Board member who violates this Code of Conduct Policy. In taking such disciplinary action, the Board may consider the following factors: (a) nature of the violation; (b) prior violations by the same individual; and (c) other factors which bear upon the seriousness of the violation. The Board may, at its discretion, impose one or more of the following sanctions upon a Board member for violating the Code of Conduct:

- **Public Admonishment:** A reproof or warning directed to the Board member for the behavior that violates this Policy.
- **Revocation of Special Privileges:** A revocation of a Board member's Committee assignments, including standing and ad hoc committees, regional boards and commissions, and community-generated board/committee appointments. Other revocations may include temporary suspension of official travel, conference participation, and ceremonial titles.
- **Censure:** A formal statement or resolution by the Board officially reprimanding a Board member for the behavior that violates this Policy.

BOARD MEMBER ACKNOWLEDGEMENT

Clearlake Oaks County Water District is committed to upholding the highest ethical standards in all our business and professional operations and relationships. While the personal values of each Board member may vary, it is necessary that all Directors align and support the District's approved Mission Statement, Vision, and Values that have been implemented, as the basis for organizational decisions.

As a member of the Clearlake Oaks County Water District Board, I have read the District's Code of Conduct and understand the expectations placed on me as a representative of the District. By signing this Code, I pledge my commitment to uphold a standard set forth herein.

CLEARLAKE OAKS COUNTY WATER DISTRICT

AYES: HERMAN/MCHUGH/WHITTIER/CROZIER

NOES:

ABSENT:

ABSTAIN: ARCHACKI

Attest: 
Olivia Mann, Board Secretary

October 15, 2026

Board Member Name: A. Donald Whittier

Board Member Signature: 