

<h1>POLICY MANUAL</h1>	Date Adopted: August 24, 2016
Classification: BOARD OF DIRECTORS	Date Last Amended:
Subject: Code of Ethics/Conduct	Approved By:

I. Background:

It is recognized that the effective operation of a democratic government requires that decision-makers be independent, impartial and accountable to the people they serve. As such, the Fresno Metropolitan Flood Control District (the “District”) developed this Code of Ethics to ensure that the governing Board of Directors (the “Directors”) promote and maintain the highest standards of personal and professional conduct in the District’s governance.

II. Purpose:

The purpose of this Policy is to insure that the behavior and interaction between and among Directors, and the manner in which Directors represent the District to the public, assures confidence in the integrity of the District and its fair and effective operation. The Directors are committed to providing excellence in leadership, and in that pursuit, desire to establish rules that should be observed in order to assist in the governance of the behavior, decorum and conduct of the Directors. Therefore, the Directors have hereby developed the following Board of Directors Code of Ethics Policy.

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III. Policy:

It is hereby the Policy of the Board of Directors that all Directors subscribe to the following rules, understand how they apply to their responsibilities as a Director, and practice the rules in their role as a Director.

- A. The Directors should function as a part of the whole. Issues should be brought by individual Directors to the attention of the Directors as a whole, rather than to individual Directors selectively.
- B. The Directors function collectively, not as individuals, and all Directors should be tolerant of each other's views. Unless the Directors, by formal action, delegate responsibility to one or more individual Directors, and such delegation is authorized by law, no Director has the legal capacity to act on behalf of the District.
- C. The primary responsibility of the Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to the District's General Manager-Secretary.
- D. Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

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- E. Directors shall defer to the Chairman for conduct at meetings of the Directors, but shall be free to question and discuss items on the agenda in an orderly manner according to Roberts Rules of Order. All comments should be confined to the matter being discussed by the Directors.
- F. The dignity, style, values and opinions of each Director shall be respected.
- G. Directors shall thoroughly prepare themselves to discuss agenda items at Board Meetings of the Directors. Information may be requested from the General Manager-Secretary, but contact among Directors concerning District affairs outside of the meeting context, is to be avoided, as such activity may constitute a violation of the Ralph M. Brown Act or other laws of the State of California.
- H. The needs of the District's constituents should be the priority of the Directors.
- I. Information that is exchanged before District Board Meetings shall be distributed through the General Manager-Secretary, and all Directors will receive all information being distributed.
- J. Directors should commit themselves to emphasizing a positive and professional attitude at all items, avoiding double talk, hidden agendas, gossip, backbiting, and other negative forms of interaction.

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- K. Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of the others should be encouraged; cliques and voting blocs based on personalities rather than issues should be avoided.
- L. Differing viewpoints among the Directors are healthy in the decision making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Directors take action, Directors should commit to supporting said action and not create barriers to the implementation of said action.
- M. Directors must avoid conflict of interest with respect to their fiduciary responsibility and are obligated by virtue of their office to discharge their responsibilities with integrity and fidelity, and are prohibited from placing themselves in a position where their private, and/or personal interest may conflict with their official duties.
- N. Directors will respect the confidentiality appropriate to issues of a sensitive nature.
- O. Directors shall not violate the confidentiality of Closed Session discussions.

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P. Directors may not attempt to exercise individual authority over the District.
Directors should practice the following procedures:

(1) Directors interaction with District employees must recognize the lack of authority vested in individual Directors except when explicitly authorized by the Directors as a whole. Directors shall support the maintenance of a positive and constructive environment for District employees. Directors shall refrain from abusive conduct, personal charges or verbal assaults upon the character or motives of other Directors, District employees or the public.

(2) Directors interaction with the public, press or other entities must recognize the same limitation and the inability of individual Directors to speak for the Directors as a whole, except to repeat explicitly stated public decisions of the Directors at a Board Meeting.

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(3) Directors shall not contact District employees on behalf of a party who is bidding or intends to bid on a District contract or who has or intends to submit a response to a request for proposals or request for qualification, nor shall Directors inquire about the identity of bidders or proposers prior to the time that District employees have made a recommendation for selection of a contractor, vendor, or consultant. Directors are not prohibited from making general inquires about the status of a particular procurement, or from providing a member of the public with information about the appropriate employee contact concerning procurement of goods and services by the District.

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Q. The District’s General Manager-Secretary serves at the pleasure of the Directors. The Directors will provide policy direction and instructions to the General Manager-Secretary on matters within the authority of the Directors by majority vote of the Directors during duly convened District Board and Committee meetings. Directors should develop a working relationship with the General Manager-Secretary wherein current issues, concerns, and District projects can be discussed comfortably and openly. To that end, Directors should practice the following procedures while working with the General Manager-Secretary:

- (1) In handling items related to safety, concerns for safety or hazards, Directors should report those to the General Manager-Secretary or to the District office. Emergency situations should be dealt with immediately by seeking appropriate assistance.

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(2) In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, Directors should refer those concerns directly to the General Manager-Secretary.

(3) In seeking clarification on informational items, Directors should approach the General Manager-Secretary to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision making.

(4) When approached by District employees concerning specific District policy, Directors should direct inquiries to the General Manager-Secretary. The chain of command should be followed.

(5) When responding to constituent requests, concerns, or complaints, Directors should be courteous, responding to individuals in a positive manner and routing their questions through the General Manager-Secretary.