

## Water Utility Board Policy

Title:	Governing Style		
Policy Number:	BP - 2A	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	

The board will ~~govern lawfully with an emphasis on~~ strive for (a) outward vision, (b) ~~encouragement of diversity in~~ free expression of viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and General Manager roles, (e) collective rather than individual decisions, (f) future orientation, and (g) making things happen rather than reacting to events ~~proactivity rather than reactivity~~.

1. The board will adopt and hold to the highest standards of ethical conduct ~~in applying due diligence~~ in all aspects of its ~~guidance of, decision-making for, and~~ leadership of the Madison Water Utility.
2. The board will cultivate a sense of group responsibility. The board will work in partnership with the General Manager. The board will ~~be the initiator of~~ initiate policy, not merely ~~a reactor~~ react to staff initiatives. ~~The board will use the expertise of individual members to enhance the understanding of the board as a body, but will not substitute individual judgments for the board's collective decisions.~~
3. The board will lead ~~and inspire~~ the Madison Water Utility through ~~the careful establishment of broad written~~ policies ~~reflecting the ownership's values and perspectives~~ that reflect the City of Madison's values. The board ~~'s major policy focus will be on intended~~ will focus on long-term benefits ~~(as stated in Outcomes policies)~~ outcomes and the limitation of risk ~~(through Executive Limitations policies)~~, not on administrative or programmatic means of attaining ~~those effects~~ its goals.
4. The board will ~~hold itself accountable to~~ govern with excellence. This self-discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuity of governance capacity.
- ~~5. The board will not allow any officer, individual, or committee of the board to hinder the fulfillment of its commitments or be an excuse for not fulfilling those commitments.~~
- ~~6.~~5. Board development will include ongoing education ~~for existing and new members~~ regarding the board's governance process, water resources, and rate making trends. The board periodically will discuss and evaluate its process and performance to assure continuous improvement.
- ~~7.~~6. ~~Although the board can change its Board Process and Board-Executive Delegation policies at any time, it will observe them scrupulously while in force.~~ The board will monitor its performance by comparing actual activity and discipline to policies in the Board Process and Board-Executive Delegation categories.

## Water Utility Board Policy

Title:	Agenda Planning to Achieve Board Outputs		
Policy Number:	BP - 2C	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	

To accomplish its ~~job products with a governance style consistent with board policies~~goals, the board will follow an annual agenda that (a) ~~completes a re-exploration reviews of all Outcomes~~ policies annually, (b) updates ~~Executive Limitations~~ policies as needed ~~to ensure sufficient protection from risk~~, and (c) continually improves board performance through ~~board~~ education, rich input, and deliberation.

1. The annual cycle will start each year in April with the board's development of a master agenda intended to guide the board throughout the next year. This master agenda will include a provisional plan for gaining ownership input and a provisional schedule for governance education and education related to Outcomes determination (presentations by demographers, advocacy groups, staff, and so on). The Board President's final adjustments to each meeting agenda before publication will provide flexibility to respond to emerging issues, requests from individual board members, and required public comment periods.
2. The cycle will conclude each year on the last day of March so administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Outcomes. The board will establish its governance capacity budget for the next fiscal year during the month of April.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. General Manager monitoring will be on the agenda if reports have been received since the previous meeting.
5. An annual review of the General Manager's performance based on monitoring reports received in the last year will be conducted as soon as practical during the first quarter. The results of this review will be forwarded to the Mayor's office for consideration.
6. Agendas will be planned so items of public interest or items with guest presenters, consultants, or special staff present are taken up early in the meeting.
- 5-7. Each agenda will provide the public with a link or other instruction on how to submit written comments prior to a board meeting.

<b>Water Utility Board Policy</b>	
Title:	<b>Board Members' Conduct</b>
Policy Number: <b>BP - 2D</b>	Adopted: Aug 24, 2010
Category: Board Process	Revision #/Date:

The Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. The board shall have the authority and responsibility to interpret and apply these standards of conduct.

1. Members ~~should shall demonstrate unconflicted loyalty to represent the interests of~~ the ownership of the Madison Water Utility. This accountability supersedes any conflicting loyalty to other advocacy or interest groups, and membership on other boards or staffs. It also supersedes the personal interest of any board member who is also a Madison Water Utility customer or stakeholder. When their duty as alders has the potential to conflict with their loyalty to the ownership of the Madison Water Utility, alders will conduct themselves consistent with the section on Alders Serving on the Water Utility Board in the adopted Expectations of Board Members, retained as an attachment to these policies.
2. Members must avoid any conflict of interest with respect to their fiduciary responsibility.
3. Members shall not attempt to exercise individual authority over the Madison Water Utility except as explicitly set forth in board policies.
  - a. Members' interactions with the General Manager and staff must recognize the lack of authority vested in any individual board member to give direction or become involved in operational issues except when explicitly authorized by the board.
  - b. Members' interactions with the public, the press, or other entities must recognize this same limitation and the lack of authority of any board member to speak for the board except to repeat explicitly stated board decisions.
  - c. Members shall not publicly make or express individual judgments about General Manager or staff performance. Judgments of General Manager performance will be made only through board deliberation about whether the General Manager has achieved any reasonable interpretation of board policy.
4. Members will maintain the confidentiality ~~appropriate to of those~~ issues of a sensitive nature, ~~respectful of applicable public body consistent with the~~ open meeting ~~requirements statutes and ordinances~~.
5. Members will properly prepare themselves for board deliberation. Written statements regarding proposed policies and issues are encouraged.
6. Members will support the ~~legitimacy and authority of the~~ final determination of the board on any matter, without regard to the member's personal position on the result.
7. Members will conduct themselves consistent with adopted [Expectations of Board Members](#), retained as an attachment to these policies.
8. Members will conduct board business openly, transparently, and with maximum opportunity for public involvement and participation. Consistent with this desire, at any board meeting with

only four members present, if two members have discussed an agenda item outside of a publicly noticed meeting, that item should be referred for the next meeting.

9. Board members will use email principally to transmit information one-way to the entire body. Electronic mail is easily forwarded beyond the initial recipients, and such messages potentially create a situation of private debate and discussion on matters of interest to the public. Therefore,
  - a. Members will refrain from emailing a subset of board members.
  - b. When members are emailing the board, they will remind recipients to honor a “one-way” communication and refrain from forwarding, replying, or replying to all.
10. Nothing in this section is intended to limit board members’ freedom of expression and ability to serve as champions of the water utility and advocates for water quality.

## Water Utility Board Policy

Title:	Secretary's Role		
Policy Number:	BP - 2G	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	

The Secretary's purpose is to ensure the integrity of the board's documents, serve in the absence of the President and Vice-President, and perform such other duties as may be assigned by the President or the board.

- ~~1. In seeing to it that all board documents and filings are accurate and timely, the Secretary will:
  - ~~a. Ensure that all policies are current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or board member recognitions, need not be placed in policy.~~
  - ~~b. Ensure that policies rigorously follow Policy Governance principles.~~
  - ~~c. Make known to the board all Madison General Ordinances and other elements necessary for legal compliance and for consistency with the principles of Policy Governance.~~
  - ~~d. Make known to the General Manager all requirements for format, brevity, and accuracy of board minutes.~~~~
- ~~2. The Secretary may delegate any part of this authority while remaining accountable for its use.~~

<b>Water Utility Board Policy</b>	
Title:	<b>Board Committee Principles</b>
Policy Number: <b>BP - 2H</b>	Adopted: Aug 24, 2010
Category: Board Process	Revision #/Date:

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job, not to interfere with delegation from board to General Manager.

1. Board committees are to help the board do its job, never to ~~help or advise the direct~~ staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees normally will not be involved with staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the General Manager.
3. Board committees cannot exercise authority over staff. Because the General Manager works for the full board, she or he will not be required to obtain approval of a board committee before an executive action.
4. Board committees will not be used to monitor organizational performance.
5. Board committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by board action, whether it is called a committee or not and whether the group includes board members or not. It does not apply to committees formed under the authority of the General Manager.

<b>Water Utility Board Policy</b>			
Title:	<b>Linking with Ownership</b>		
Policy Number:	BP-2K	Adopted:	July 26, 2011
Category:	Board Process	Revision #/Date:	

The board will pursue input from Madison residents (the ownership) on an affirmative basis, not waiting for input to be initiated by owners.

Accordingly:

1. Every ~~three~~two years, the board will use a survey designed to determine what the values of the ownership are with respect to utility outcomes.
2. Board members will be expected to annually attend, present, and listen at one service organization and/or neighborhood association meeting outside their own neighborhood. The General Manager (or his/her designee) will maintain a calendar of meetings and attendance opportunities. The purpose of the meeting is to:
  - a. Educate owners about how the board functions.
  - b. Educate residents that they are owners of the utility, as well as consumers, and what the responsibilities of that ownership and rights of consumers are (want owner input, not consumer input).
  - c. Discuss what benefits for whom have what relative and absolute worth.
3. For each policy or ordinance change, the board will review the impact through the lens of the owner in terms of relative and absolute worth.
- ~~3.4.~~ The board will establish "board-to-board" communication, which could include communication with:
  - a. City Council
  - b. Public Health of Madison and Dane County
  - c. City Engineering/Public Works
  - ~~e.~~d. Committee on the Environment
  - ~~e.~~d. Other boards
- ~~4.~~—The board will submit an annual report, per MGO 13.01(3), to the Mayor and City Council and post it on the utility web page for the entire ownership to see-
- ~~5.~~—The board will incorporate Citizen Advisory Panel (CAP) discussions as an opportunity for owner input. CAPs will report their findings and recommendations at board meetings at the conclusion of each CAP.

<b>Water Utility Board Procedural Guideline</b>	
Title:	<b>GUIDE 1 - Expectations for Board Members</b>
Policy Number:	<b>Relates to <a href="#">BP - 2D</a></b>
Category:	Procedural Guideline
Adopted:	Aug 24, 2010
Revision #/Date:	

The following expectations are not Board Process policies. They comprise a key part of the board job description and are incorporated into policy by reference.

#### **ORIENT TO THE UNIQUE ROLE OF A BOARD MEMBER**

1. **Think upward and outward more than downward and inward.** You are not a board member to listen to routine reports or tackle short-term, concrete matters. You are a board member to make governance decisions. There will be great temptation to focus on what goes on with management and staff instead of what benefit the utility should make in the city and in the lives of its residents. The latter is a daunting task for which no one feels really qualified, yet it is the board member's job to tackle these more complex issues. In many cases, these big decisions are made by default through board inaction.
2. Do not tolerate the making of big decisions by the timid action of not making them. **Keep the conversation about benefits, beneficiaries, and costs of the benefits alive at all times.** Converse with staff, other board members, and the public about these matters. Ask questions, consider options, and otherwise fill most of the board consciousness with issues of outcomes/ends.
3. You may tend to understand and personally identify with one or more constituencies more than others. That provincial streak is natural in everyone, but your civic trusteeship obligation is to rise above it. If you are a teacher, you are not on the board to represent teachers. If you are a private businessperson, you are not there to represent that interest. **You are a board member for the broad public purpose served.** There is no way that the board can be big enough to have a spokesperson for every legitimate interest, so in a moral sense you must stand for them all. Think of yourself as being from a constituency, but not representing only it.
4. **Use your special expertise to inform the board's wisdom, but never to substitute for it.** If you work in accounting, law, construction, or another field, be careful not to take your colleagues off the hook with respect to board decisions about such matters. To illustrate, an accountant board member shouldn't assume personal responsibility for assuring fiscal soundness. She or he may, however, help board members understand what fiscal jeopardy looks like or what indices of fiscal health to watch carefully. With that knowledge, the board can pool its human values about risk, brinkmanship, overextension, and so forth, in the creation of fiscal policies.
5. Even if your expertise and comfort lie in some subpart of the Madison Water Utility's challenge, the subpart is not your job as a board member. Do not expect agendas to be built around these areas or interests. **Agendas will be carefully constructed to accomplish the board's job of governing.**
6. No matter how considerable your expertise or how well you can do a staff job, as a board member you are not there to do it or even to advise on it. You may offer your individual expertise to the General Manager, should he or she wish to use it. But in such a role, accept that you are being a volunteer consultant and leave your board member hat at home.



## BE RESPONSIBLE FOR GROUP BEHAVIOR AND PRODUCTIVITY

7. **Be prepared to participate responsibly.** Do your homework, come prepared to work (sometimes the work is to listen), engage with curiosity and a commitment to understanding diverse points of view, agree and disagree as your values dictate, and accept the group decision as legitimate even if not – in your opinion – correct.
8. **Register your honest opinion on issues the board takes up.** Consider this an obligation of board service that applies to you and each of your colleagues. To foster this essential exchange of ideas, speak for yourself and listen with resilience. Encourage your colleagues to express their opinions without allowing your own to be submerged by louder or more insistent voices. Avoid making grand pronouncements or characterizing the views of others in a critical spirit. Ask clarifying questions to check your assumptions. Don't try to represent a whole group or ask others to represent, defend or explain an entire group.
9. While doing your own job as an individual board member is important, it does not complete your responsibility. **You must shoulder the potentially unfamiliar burden of being responsible for the group.** That is, if you are part of a group that does not get its job done, that meddles in administration, or that breaks its own rules, you are culpable. Regular evaluation and improvement of actual board activities compared to the board's Governance Process and Board-Management Relationship policies is an essential component of fulfilling this accountability.
10. Although the board as a whole is responsible for its own discipline, it will have charged the chair with a special role in the group's confronting its own process. **Support the chair in board discipline.** Don't make the chair's job harder; rather ask what you can do to make it easier.

## SPEAK WITH ONE VOICE

11. Support the board's final choice. While diversity and dialog are essential to the process of policy development and adjustment, once a policy is in place every board member, including the General Manager, must support and not undermine it. ~~No matter which way you voted, you are obligated to support the board's choice.~~ This obligation doesn't mean you must pretend to agree with that choice; you may certainly maintain the integrity of your dissent even after the vote, including your civil right to petition the Mayor, Common Council, relevant Boards and Commissions and oversight agencies. ~~What you must support is the legitimacy of the choice that you still don't agree with. For example, you must support without reservation that the General Manager follows the formal board decision, not yours, and you must not speak publicly in a way that undermines the legitimacy of the board's decision.~~
12. ~~Squelch your individual points of view during monitoring.~~ Your own values count when the board is creating policies. But when the General Manager's performance is monitored, you must refer only to the criteria the board decided, not your opinion about those criteria. In other words, the General Manager must be held accountable to the board's decisions and in fairness cannot be judged against your opinion. You should present any opinion you may have about amending the policies, of course, but not so as to contaminate the monitoring process.

## ALDERS SERVING ON THE WATER UTILITY BOARD

The Water Utility Board has, by ordinance, up to two seats assigned to alders. As eyes and ears of the Council and constituent representatives, alder board members may be called upon to deviate from the standard board member expectations.

The following expectations of alder board members are designed to address those situations.

13. **Alert the board when you are changing roles during board deliberations.** In board meetings, always assume the role of a board member first. If you experience the need to reach beyond the non-alder board role during a board meeting, announce to the board that you are about to step out of the standard board role and assume your role as alder. ~~Request time to provide an explanation and allow other board members to discuss any concerns. Limit these occasions as much as possible without compromising your duty as an alder.~~
14. **Be clear about staff interactions.** If an issue before the board requires further conversation from an aldermanic standpoint ~~(for example, if it concerns your district)~~, inform the board that you will be pursuing details at a meeting with relevant water utility staff. ~~When interacting with staff outside of board meetings, clarify that you are acting as an alder, not a board member.~~
15. **Be clear with the media.** ~~When approached by the media about a board issue or action, unless you are the board president, be clear with the media representative that you are speaking as an alder, not a board member.~~ This leads to the question: can only the Board President speak to the media?