	Water Utility Board	Policy	
Title:	Global Board Process Policy		
Policy Number:	BP - 1	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	54/ <u>DRAFTMay</u> 23, 2019 Nov 24, 2015

The purpose of the board, on behalf of the ownership current and future Madison residents (the ownership), is to see to it that the Madison Water Utility:

- Achieves appropriate results for appropriate persons for an appropriate cost (as specified in board Outcomes policies);
- Complies with the board's Executive Limitations policies;
- And is prepared to continue to provide <u>ownercommunity</u>-centered, valued results into the future.

The board strives to gather input from staff, the public and owners residents, respond to concerns, and explain and interpret the process and rationale by which the board and utility develop policies, plans and projects.

	Water Utility Board F	Policy	
Title:	Governing Style		
Policy Number:	BP - 2A	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	4 3/ DRAFTMay 23, 2019 Nov 24, 2015

The board will strive for (a) outward vision, (b) 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, and (f) future orientation.

- 1. The board will adopt and hold to the highest standards of ethical conduct in all aspects of its 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 initiate policy, not merely react to staff initiatives.
- 3. The board will lead the Madison Water Utility through policies that focus on long-term outcomes, not on administrative or programmatic means of attaining its goals.
- 4. The board will 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. Board development will include ongoing education 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.
- <u>6.</u> The board will monitor its performance by comparing actual activity and discipline to policies in the Board Process and Board-Executive Delegation categories.
- 6-7. Robert's Rules of Order shall be the general rules and guidelines for board proceedings.

	Water Utility Board I	Policy	
Title:	Board Job Description		
Policy Number:	BP - 2B	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	21/ DRAFT May 23, 2019 Nov 24, 2015

Specific job activities of the board as an informed agent of the Madison Water Utility's ownership are those that ensure appropriate performance of the board and utility Madison Water Utility. These are:

- 1. To be a credible and authoritative linkage between the ownership Madison residents and the Madison Water Utility.
- 2. To write governing policies that realistically address the broadest levels of all organizational decisions and situations.
 - a. Outcomes: Expected organizational performance desired by owners current and future residents, and framed in terms of benefits, recipients of those benefits, and their relative worth in cost or priority.
 - b. <u>Executive Limitations</u>: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. <u>Board-Executive Delegation</u>: How power is delegated and its proper use monitored; the General Manager's role, authority, and accountability.
 - d. <u>Board Process</u>: Specification of how the board conceives, carries out, monitors, and ensures long-term competence in its own tasks.
- 3. To assure successful performance of the Madison Water Utility on Outcomes and Executive Limitations.

	Water Utility Board F	Policy	
Title:	Agenda Planning to Achieve Board Outpu	ts	
Policy Number:	BP - 2C	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	43/ <u>DRAFT-May</u> 23, 2019 Nov 24, 2015

To accomplish its goals, the board will follow an annual agenda that (a) reviews all policies annually, (b) updates policies as needed, and (c) continually improves board performance through education, rich input, and deliberation.

- 1. The annual cycle will start each year in April with the board's development of a <u>master agenda</u> intended to guide the board throughout the next year. This master agenda will include a provisional plan for gaining <u>ownership resident</u> 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 training 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.
- 7. Each agenda will provide the public with a link or other instruction on how to submit written comments prior to a board meeting.
- 8. The board chair will generally limit meetings to no more than two hours.
- 9. At the board's discretion, major public comment items will be moved to the head of a meeting agenda.
- 9.10. The annual cycle will include board education at least twice per year. Key educational topics such as utility finances, water quality and resources, civics and governance, infrastructure, and asset management should be repeated every one to two years.

	Water Utility Board F	Policy	
Title:	Board Members' Conduct		
Policy Number:	BP - 2D	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	21/ DRAFT May 23, 2019 Mar 25, 2013

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 shall represent the interests of <u>current and future Madison residents</u>. the <u>ownership of the Madison Water Utility</u>. 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 <u>ownership of the Madison Water Utility the collective interest of current and future residents</u>, 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 of those issues of a sensitive nature, consistent with the open meeting statutes and ordinances.
- 5. Members will properly prepare themselves for board deliberation. Written statements regarding proposed policies and issues are encouraged. Regular attendance at meetings is essential in order to maintain continuity and cohesion in governance. When members are unable to attend any meeting, or will be arriving late or leaving early, they should notify the Board President and committee staff in advance of their intended absence.
- 6. Members will conduct themselves consistent with adopted <u>Expectations of Board Members</u>, retained as an attachment to these policies.

- 7. (TO BE REVIEWED/UPDATED BY CITY ATTORNEY) 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.
- 8. <u>(TO BE REVIEWED/UPDATED BY CITY ATTORNEY)</u> 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.
- 9. 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 F	Policy	
Title:	President's Role		
Policy Number:	BP - 2E	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	1/DRAFTMay 23, 2019

The President of the board is responsible for ensuring the integrity of the board's process and, secondarily, representing the board as needed to outside parties.

- 1. The President shall ensure that the board behaves consistently with the board's policies in the Board Process and Board-Executive Delegation categories and those rules legitimately imposed upon it from outside the organization.
- 2. The President will chair board meetings with the commonly accepted powers of that position (for example, preparing agendas, ruling, recognizing) and:
 - a. Ensure that meeting discussions consists solely of issues that, according to board policy, clearly belong to the board (not the General Manager) to decide or to monitor.
 - b. Ensure that deliberations are fair, open, and thorough, but also timely, orderly, and kept to the point.
 - c. Ensure that there is an opportunity for input from individuals and organizations, including staff and affiliated organizations, that have expertise and interests specifically related to board decisions and board policies.
- 3. The President represents the board to outside parties in announcing board-stated positions and in stating the President's decisions and interpretations in the area delegated to him or her.
- 4. The President has no authority to make decisions about policies created by the board within the Outcomes and Executive Limitations areas and, therefore, have no authority to supervise or direct the General Manager.
- 5. The President or their designee will provide an orientation for new board members within three months of their appointment. The orientation should include board policies and governance, Open Meetings and Public Records law, current board projects and topics, and an optional facility tour.
- 4.6. At board meetings, the President shall not vote unless the President's vote would affect the outcome of the matter before the board, and shall not participate in making motions. However, the President shall be allowed to ask questions and participate in discussion of items that come before the board.
- 5.7. The President may use any reasonable interpretation of the provisions in these policies.
- 6.8. The President may delegate any part of this authority while remaining accountable for its use.

	Water Utility Board F	Policy	
Title:	Board Subcommittee Principles		
Policy Number:	BP - 2H	Adopted:	Aug 24, 2010
Category:	Board Process	Revision #/Date:	3 2/ DRAFT May 23, 2019 July 22, 2014

Board subcommittees, 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 subcommittees are to help the board do its job, never to direct staff. Subcommittees 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 subcommittees 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 subcommittees 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 subcommittees will not be used to monitor organizational performance.
- 5. Board subcommittees will be used sparingly and ordinarily in an ad hoc capacity.
- <u>6.</u> Board subcommittees are governmental bodies and are subject to all rules related to the Open Meetings Law.
- 7. "Per MGO 33.01(4)(d), the board may create and dissolve subcommittees and may appoint any of its members to serve on such subcommittees. No person may be a member of the subcommittee who is not a member of the Water Utility Board, unless that person has been nominated by the board and approved by the Common Council. The members of such subcommittees may serve as members of other subcommittees established by the board or subcommittee.

Notwithstanding MGO 33.01(4)(d) above, the board may form joint committees or subcommittees consisting of members of various City of Madison boards, committees, and commissions which have approved such action.

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.

	Water Utility	Board Policy	
Title:	Linking with Ownership		
Policy Number:	BP-2K	Adopted:	July 26, 2011
Category:	Board Process	Revision #/Date:	43/DRAFT-May 23, 2019Jan 26, 2015

The board will pursue input from <u>current and future</u> Madison residents (the ownership) on an affirmative basis, not waiting for input to be initiated by owners.

Accordingly:

- 1. The board will periodically survey Madison residents to gather feedback, engage residentsowners, and obtain diverse viewpoints.
- 2. Board members should annually attend at least one public event that the utility Madison Water Utility sponsors or participates in, such as a Water Wagon event, neighborhood meeting, or facility open house. The purpose of board member participation in such events is to gain direct understanding of residents' and rate payers' expectations and concerns related to the Madison's water supply. The General Manager (or his/her designee) will periodically notify board members of upcoming events.
- 3. For each policy or ordinance change, the board will review the impact through the lens of current and future residents the owner in terms of relative and absolute worth.
- 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
 - d. Committee on the Environment
 - e. Other boards
- 5. The board will submit an annual report, per MGO 13.01(3), to the Mayor and City Council and post it on the utility Madison Water Utility's web page for the entire ownership to see.
- 6. The board will hold public hearings at key decision points for policies and projects that fall under the purview of the utility Madison Water Utility's Citizen Advisory Process. These hearings will take place during each of the following phases:
 - a. PHASE 1 Establish Public Outreach Budget, Public Notification, and Project Plan
 - b. PHASE 2 Site Selection (if applicable)
 - c. PHASE 3 Facility Design (if applicable)
- 7. To assure full and adequate participation and decision making, the board may choose to deliberate over certain policies or projects for more than one meeting before taking action.

	Water Utility	Board Policy
<u>Title:</u>	Board Openness and Transp	arency
Policy Number:	BP-2L	Adopted:
Category:	Board Process	Revision #/Date:

The board will conduct business in an atmosphere that is open, transparent, and accessible with the goal of promoting trust and understanding. Accordingly,

1. The board will record its meetings when at all practical and make those audiovisual recordings available to the public.

	Water Utility Board Procedu	ral Guideline				
Title:	GUIDE 1 - Expectations for Board Member	rs				
Policy Number:						
Category:	Procedural Guideline	Revision #/Date:	12/ Mar 25, 2013 May 23, 2019			

The following expectations are not Board Process policies. <u>They have been adapted from CarverGuide 02: Your Roles and Responsibilities as a Board Member by John Carver and Miriam Mayhew Carver and are included as a reference.</u>

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.
- 11. While diversity and dialog are essential to the process of policy development and adjustment, once a policy is in place every board member and the General Manager should not undermine it. 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.
- 12. 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.

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.

Be clear about staff interactions. If an issue before the board requires further conversation from an aldermanic standpoint, inform the board that you will be pursuing details at a meeting with relevant water utility staff.

	Water Utility Board Procedu	ral Guideline
Title:	GUIDE 5 - Board Self-Monitoring	
Policy Number:	Relates to <u>BP-2A</u> .7	Adopted:
Category:	Procedural Guideline	Revision #/Date: 1/(DRAFT)

Self-evaluation is not extraneous to the job of governing. It is the handiest and most powerful tool available to maintain and continually improve excellence in governing. This approach calls for every agenda to include a discussion of some aspect of board discipline or job performance.

THE BOARD OBSERVER

The board observer is an individual, typically a board member, assigned to monitor the board's activity over the course of a meeting. At the end of the meeting, this person shares observations and facilitates learning.

The board observer assesses board performance not from her or his individual perspective, but based on the board's own policies and its interpretation and implementation of Policy Governance.

At the end of the meeting, the board observer simply points out where the board is not functioning in the way that it said that it would—without judgment or admonishment. The board observer's job is not to render a report card, but to increase awareness and enable the board to maintain and improve the quality of its collective leadership. By engaging in these learning conversations at the end of each board meeting and taking actions consistent with what emerges, the board will continue to develop its capacity to govern well.

SELF-EVALUATION CHECKLISTFORM

The board may wish to use a checklist form like the one on the following page to guide its self-evaluation. The board observer could use this checklist form to focus her or his attention on specific activities or behaviors during the meeting. The board president could also distribute the form to all board members to receive immediate feedback at the conclusion of a meeting. The purpose of the self-evaluation form is and to guide discussion about where additional learning and growth would be useful.

Water Utility Board Self-Evaluation Form

(Relates to Board Policy BP-2A and GUIDE 5)

All members actively participate in discussions, and all members have opportunities to voice opinions/positions on agenda topics.

Not Met 1 2 3 4 5 Fully Met

Members come prepared to engage in discussion by reviewing materials provided prior to the meeting.

Not Met 1 2 3 4 5 Fully Met

Members engage in active listening and avoid interrupting other speakers.

Not Met 1 2 3 4 5 Fully Met

Members offer honest opinions and respect the viewpoints expressed by other members.

Not Met 1 2 3 4 5 Fully Met

Members honor WUB procedures and policies as outlined in the WUB Policy book.

Not Met 1 2 3 4 5 Fully Met

Members represent the collective interest of current and future Madison residents.

Not Met 1 2 3 4 5 Fully Met

Developed by Pat Delmore, January 2019

WATER	R UTILITY BOARD SELF-MONITORING	G-CI	IEC K	LIST
Board observe	er name:			
D-1!	Description of the CDO		Observe	d
Policy	Promised behavior or activity GRO	Yes	Some	No
GOVERNA	NCE PRINCIPLES			
BP-2A.2	Initiate policy instead of merely reacting to staff initiatives.			
Guide 1.4	Avoid substituting individual judgments for the board's collective decisions.			
BP 2B.1	Establish and maintain a credible linkage between the ownership and the Madison Water Utility.			
BP 2A.3 & BP 2B.2	Focus on long term outcomes, not on administrative or programmatic means of attaining these goals.			
BP 2J	Regularly plan and participate in self-education, outreach, and other activities associated with governance.			
Guide 1.1	Think upward and outward more than downward and inward.			
Guide 1.2	Keep the conversation about benefits, beneficiaries, and costs of the benefits alive at all times.			
BP-2K	Pursue input from Madison residents on an affirmative basis instead of waiting for input to be initiated by owners.			
MONITORI	NG			
BP 2B	Assure successful performance of the MWU on Outcomes and Executive Limitations.			
BED-2D	Evaluate monitoring reports based only on policy and board- adopted criteria			
BP 2D.3	Only bind the GM to decisions of the board acting as a body.			
DELEGATION	ON TO GENERAL MANAGER			
BED-2B	Do not give instructions to persons who report to the GM; delegate authority and accountability only through the GM			
BED 2C.4	Support the General Manager's decisions and choices as long as they are within the boundaries of established policies.			
BED-2C.5	Revise Outcomes and Executive Limitations policies instead of prescribing individual General Manager actions and decisions.			

Policy	Promised behavior or activity GRO	Observed		
		Yes	Some	No
CONDUCT &	z ETHICS			
BP 2D.7	Conduct board business openly, transparently, and with opportunity for public involvement and participation.			
BP 2A.2	Cultivate a sense of group responsibility.			
BP-2D.1	Demonstrate unconflicted loyalty to the MWU's ownership.			
BP-2D.3	Avoid exercising individual authority over the MWU with respect to GM, staff, public, press, etc.			
BP 2D.1 & Guid 1.3	e- Serve the broad public purpose. Be <i>from</i> a constituency, not representing only it.			
Guide 1.6	Assume role of volunteer, not a board member, when offering individual expertise to the GM or staff.			
Guide 1.8	Register your honest opinion. Listen with resilience to other perspectives.			
Guide 1.13	Alders: Alert the board when changing roles during board deliberations.			
EFFICIENT N	AEETINGS			
BP-2C.3	Attend to consent agenda items as expeditiously as possible.			
Guide 1.5	Build board agendas to accomplish the board's job of governing.			
BP 2D.5 & Guid	e- Be prepared to participate responsibly in board deliberation.			
Guide 1.10	Support the chair in board discipline.			