

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

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 current and future Madison residents. 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 collective interest of current and future residents, 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 [Expectations of Board Members](#), retained as an attachment to these policies.
7. Members will conduct board business openly, transparently, and with maximum opportunity for public involvement and participation, [in compliance with the Wisconsin open meetings laws](#)

(Wis. Stat. Secs. 19.81-19.98), City Ordinance (MGO Sec. 3.71), and pursuant to the directives and advice of the City Attorney. 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. Board members ~~will use email principally to~~ should avoid transmitting information ~~one-way~~ to the entire body about matters where the subject of the communication relates to matters that may come before the Board. The Board can ask staff to transmit information to the entire Board, but any such transmission should be one-way transmissions. Electronic mail is easily forwarded beyond the initial recipients, and such messages potentially Messages to the entire board, or even a subset of the board that could constitute a negative quorum, could create a situation of private debate and discussion on matters of interest to the public that could impact the legality of the Board's action and expose Board members to personal liability. Therefore,
 - a. Members will refrain from emailing a subset of board members that could constitute a negative quorum about matters that may come before the Board.
 - b. When members ~~are need to~~ emailing the board, they should ask staff to do this for them, who will either use a blind carbon copy (Bcc) format or expressly ~~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.