



## **ORANGE COUNTY SANITATION DISTRICT** **SPECIAL NOTICE REGARDING CORONAVIRUS (COVID-19)** **AND ATTENDANCE AT PUBLIC MEETINGS**

On March 4, 2020, Governor Newsom proclaimed a State of Emergency in California as a result of the threat of COVID-19. On March 12, 2020 and March 18, 2020, Governor Newsom issued Executive Order N-25-20 and Executive Order N-29-20, which temporarily suspends portions of the Brown Act which addresses the conduct of public meetings.

The General Manager and the Chairman of the Board of Directors have determined that due to the size of the Orange County Sanitation District's Board of Directors (25), and the health and safety of the members, the Board of Directors will be participating in meetings of the Board telephonically and via Internet accessibility.

### **PUBLIC PARTICIPATION**

Your participation is always welcome. The Steering Committee meeting will be available to the public online at:

**<https://ocsd.legistar.com/Calendar.aspx>**

You may submit your comments and questions in writing for the Steering Committee's consideration in advance of the meeting by using the eComment feature available via the webpage above or sending them to [OCSanClerk@ocsd.com](mailto:OCSanClerk@ocsd.com) with the subject line "PUBLIC COMMENT ITEM # (insert the item number relevant to your comment)" or "PUBLIC COMMENT NON-AGENDA ITEM". Submit your written comments by 5:00 p.m. on Tuesday, January 26, 2021.

You may also submit comments and questions for the Steering Committee's consideration during the meeting by using the eComment feature that will be available via the webpage above for the duration of the meeting.

All public comments will be provided to the Steering Committee and may be read into the record or compiled as part of the record.

Thank you.

**Serving:**

Anaheim

Brea

Buena Park

Cypress

Fountain Valley

Fullerton

Garden Grove

Huntington Beach

Irvine

La Habra

La Palma

Los Alamitos

Newport Beach

Orange

Placentia

Santa Ana

Seal Beach

Stanton

Tustin

Villa Park

County of Orange

Costa Mesa  
Sanitary District

Midway City  
Sanitary District

Irvine Ranch  
Water District

Yorba Linda  
Water District



## Orange County Sanitation District

10844 Ellis Avenue, Fountain Valley, CA 92708  
714.962.2411 • www.ocsd.com

January 20, 2021

### **NOTICE OF MEETING**

#### STEERING COMMITTEE ORANGE COUNTY SANITATION DISTRICT

#### **REGULAR MEETING – 5:00 P.M.**

**Wednesday, January 27, 2021**

#### **ACCESSIBILITY FOR THE GENERAL PUBLIC**

**Due to the spread of COVID-19, the Orange County Sanitation District will be holding all upcoming Board and Committee meetings by teleconferencing and Internet accessibility. This meeting will be available to the public online at:**

**<https://ocsd.legistar.com/Calendar.aspx>**

The Regular Meeting of the Steering Committee of the Orange County Sanitation District will be held in the manner indicated above on Wednesday, January 27, 2021 at 5:00 p.m.

*Our Mission: To protect public health and the environment by providing effective wastewater collection, treatment, and recycling.*

**STEERING COMMITTEE AND  
BOARD MEETING DATES**

February 24, 2021

March 24, 2021

April 28, 2021

May 26, 2021

June 23, 2021

July 28, 2021

August 25, 2021

September 22, 2021

October 27, 2021

***November 17, 2021 \****

***December 15, 2021 \****

***January 26, 2022***

***\* Meeting will be held on the third Wednesday of the month***

**STEERING COMMITTEE**

(1) Roll Call:

Meeting Date: January 27, 2021

Meeting Time: 5:00 p.m.

**Committee Members**

David Shawver, Board Chair..... \_\_\_\_\_  
John Withers, Board Vice-Chair..... \_\_\_\_\_  
Robert Collacott, Operations Committee Chair..... \_\_\_\_\_  
VACANT, LaPA Committee Chair..... \_\_\_\_\_  
Chad Wanke, Administration Committee Chair..... \_\_\_\_\_  
Glenn Parker, Member-At-Large..... \_\_\_\_\_  
VACANT, Member-At-Large..... \_\_\_\_\_

**Others**

Brad Hogin, General Counsel..... \_\_\_\_\_

**Staff**

Jim Herberg, General Manager..... \_\_\_\_\_  
Rob Thompson, Assistant General Manager..... \_\_\_\_\_  
Lorenzo Tyner, Assistant General Manager..... \_\_\_\_\_  
Celia Chandler, Director of Human Resources..... \_\_\_\_\_  
Kathy Millea, Director of Engineering..... \_\_\_\_\_  
Lan Wiborg, Director of Environmental Services..... \_\_\_\_\_  
Kelly Lore, Clerk of the Board..... \_\_\_\_\_

**Other Staff Present**

**ORANGE COUNTY SANITATION DISTRICT**  
**BOARD OF DIRECTORS**  
**Complete Roster**

Effective 1/20/2021

<b>AGENCY/CITIES</b>	<b>ACTIVE DIRECTOR</b>	<b>ALTERNATE DIRECTOR</b>
Anaheim	Stephen Faessel	Jose Diaz
Brea	Glenn Parker	Steven Vargas
Buena Park	Art Brown	Connor Traut
Cypress	Stacy Berry	Anne Hertz
Fountain Valley	Patrick Harper	Glenn Grandis
Fullerton	Jesus J. Silva	Nick Dunlap
Garden Grove	Steve Jones	John O'Neill
Huntington Beach	Kim Carr	Dan Kalmick
Irvine	Anthony Kuo	Farrah N. Khan
La Habra	Rose Espinoza	Jose Medrano
La Palma	Marshall Goodman	Nitesh Patel
Los Alamitos	Mark A. Chirco	Ron Bates
Newport Beach	Brad Avery	Joy Brenner
Orange	Mark Murphy	Kim Nichols
Placentia	Chad Wanke	Ward Smith
Santa Ana	Johnathan Ryan Hernandez	Nelida Mendoza
Seal Beach	Sandra Massa-Lavitt	Schelly Sustarsic
Stanton	David Shawver	Carol Warren
Tustin	Ryan Gallagher	Austin Lumbard
Villa Park	Robert Collacott	Chad Zimmerman

**Sanitary/Water Districts**

Costa Mesa Sanitary District	Bob Ooten	Art Perry
Midway City Sanitary District	Andrew Nguyen	Sergio Contreras
Irvine Ranch Water District	John Withers	Douglas Reinhart
Yorba Linda Water District	Brooke Jones	Phil Hawkins

**County Areas**

Board of Supervisors	Doug Chaffee	Donald P. Wagner
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**STEERING COMMITTEE**  
**Regular Meeting Agenda**  
**Wednesday, January 27, 2021 - 5:00 PM**  
**Board Room**  
**Administration Building**  
**10844 Ellis Avenue**  
**Fountain Valley, CA 92708**  
**(714) 593-7433**

**AGENDA POSTING:** In accordance with the requirements of California Government Code Section 54954.2, this agenda has been posted outside the main gate of the Sanitation District's Administration Building located at 10844 Ellis Avenue, Fountain Valley, California, and on the Sanitation District's website at [www.ocsd.com](http://www.ocsd.com) not less than 72 hours prior to the meeting date and time above. All public records relating to each agenda item, including any public records distributed less than 72 hours prior to the meeting to all, or a majority of the Board of Directors, are available for public inspection in the office of the Clerk of the Board.

**AGENDA DESCRIPTION:** The agenda provides a brief general description of each item of business to be considered or discussed. The recommended action does not indicate what action will be taken. The Board of Directors may take any action which is deemed appropriate.

**MEETING AUDIO:** An audio recording of this meeting is available within 24 hours after adjournment of the meeting. Please contact the Clerk of the Board's office at (714) 593-7433 to request the audio file.

**NOTICE TO DIRECTORS:** To place items on the agenda for a Committee or Board Meeting, the item must be submitted in writing to the Clerk of the Board: Kelly A. Lore, MMC, (714) 593-7433 / [klore@ocsd.com](mailto:klore@ocsd.com) at least 14 days before the meeting.

**FOR ANY QUESTIONS ON THE AGENDA, BOARD MEMBERS MAY CONTACT STAFF AT:**

General Manager: Jim Herberg, [jherberg@ocsd.com](mailto:jherberg@ocsd.com) / (714) 593-7300  
Asst. General Manager: Lorenzo Tyner, [ltyners@ocsd.com](mailto:ltyners@ocsd.com) / (714) 593-7550  
Asst. General Manager: Rob Thompson, [rthompson@ocsd.com](mailto:rthompson@ocsd.com) / (714) 593-7310  
Director of Human Resources: Celia Chandler, [cchandler@ocsd.com](mailto:cchandler@ocsd.com) / (714) 593-7202  
Director of Engineering: Kathy Millea, [kmillea@ocsd.com](mailto:kmillea@ocsd.com) / (714) 593-7365  
Director of Environmental Services: Lan Wiborg, [lwiborg@ocsd.com](mailto:lwiborg@ocsd.com) / (714) 593-7450

**CALL TO ORDER****ROLL CALL AND DECLARATION OF QUORUM:****PUBLIC COMMENTS:**

*Your participation is always welcome. The Steering Committee meeting will be available to the public online at: <https://ocsd.legistar.com/Calendar.aspx>.*

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*You may also submit comments and questions for the Steering Committee's consideration during the meeting by using the eComment feature that will be available via the webpage above for the duration of the meeting. All public comments will be provided to the Steering Committee and may be read into the record or compiled as part of the record.*

**REPORTS:**

*The Board Chairperson and the General Manager may present verbal reports on miscellaneous matters of general interest to the Directors. These reports are for information only and require no action by the Directors.*

**CONSENT CALENDAR:**

*Consent Calendar Items are considered to be routine and will be enacted, by the Committee, after one motion, without discussion. Any items withdrawn from the Consent Calendar for separate discussion will be considered in the regular order of business.*

**1. APPROVAL OF MINUTES****[2020-1369](#)****RECOMMENDATION:**

Approve Minutes of the Regular Meeting of the Steering Committee held November 18, 2020.

**Originator:** Kelly Lore

**Attachments:** [Agenda Report](#)  
[11-18-2020 Steering Committee Minutes](#)

**NON-CONSENT:****2. GENERAL MANAGER'S FISCAL YEAR 2020-2021 WORK PLAN  
MID-YEAR UPDATE****[2021-1404](#)**

**RECOMMENDATION:** Recommend to the Board of Directors to:

Receive and file the General Manager's Fiscal Year 2020-2021 Work Plan Mid-Year Update.

**Originator:** Jim Herberg

**Attachments:** [Agenda Report](#)  
[GM FY 20-21 Work Plan Mid-Year Update](#)

**3. STRATEGIC PLAN DEVELOPMENT [2021-1398](#)**

**RECOMMENDATION:**

Information Only.

**Originator:** Jim Herberg

**Attachments:** [Agenda Report](#)  
[Strategic Planning Process Outline](#)

**4. UPDATE TO THE ESTABLISHED RULES OF PROCEDURE FOR THE CONDUCT OF BUSINESS OF THE ORANGE COUNTY SANITATION DISTRICT [2020-1368](#)**

**RECOMMENDATION:** Recommend to the Board of Directors to:

- A. Adopt Resolution No. OC SAN 21-XX entitled, "A Resolution of the Board of Directors of the Orange County Sanitation District establishing Rules of Procedure for the Conduct of Business of the Orange County Sanitation District; and repealing Resolution No. OCSD 19-19"; and
- B. Adopt Resolution No. OC SAN 21-XX entitled, "A Resolution of the Board of Directors of the Orange County Sanitation District establishing Board of Directors Protocols".

**Originator:** Jim Herberg

**Attachments:** [Agenda Report](#)  
[OC SAN 21-XX - Rules of Procedure](#)  
[OC SAN 21-XX - Rules of Procedure - Clean Copy](#)  
[OC SAN 21-XX - Protocols](#)

**INFORMATION ITEMS:**

None.

**CLOSED SESSION:**

*During the course of conducting the business set forth on this agenda as a regular meeting of the Board, the Chairperson may convene the Board in closed session to consider matters of pending real estate negotiations, pending or potential litigation, or personnel matters, pursuant to Government Code Sections 54956.8, 54956.9, 54957 or 54957.6, as noted.*



*Reports relating to (a) purchase and sale of real property; (b) matters of pending or potential litigation; (c) employment actions or negotiations with employee representatives; or which are exempt from public disclosure under the California Public Records Act, may be reviewed by the Board during a permitted closed session and are not available for public inspection. At such time the Board takes final action on any of these subjects, the minutes will reflect all required disclosures of information.*

**CONVENE IN CLOSED SESSION.****CS-1 PUBLIC EMPLOYEE PERFORMANCE EVALUATION 54957(B)(1)**[2020-1389](#)

RECOMMENDATION: Convene in Closed Session:

Public Employee Performance Evaluation

Number of Employees: 1

- General Counsel

**Attachments:** [Agenda Report](#)  
[Memo re General Counsel Evaluation](#)

**RECONVENE IN REGULAR SESSION.****CONSIDERATION OF ACTION, IF ANY, ON MATTERS CONSIDERED IN CLOSED SESSION:****OTHER BUSINESS AND COMMUNICATIONS OR SUPPLEMENTAL AGENDA ITEMS, IF ANY:****BOARD OF DIRECTORS INITIATED ITEMS FOR A FUTURE MEETING:**

At this time Directors may request staff to place an item on a future agenda.

**ADJOURNMENT:**

The next Steering Committee meeting is scheduled for Wednesday, February 24, 2021 at 5:00 p.m.



## STEERING COMMITTEE

### Agenda Report

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**File #:** 2020-1369

**Agenda Date:** 1/27/2021

**Agenda Item No:** 1.

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**FROM:** James D. Herberg, General Manager  
Originator: Kelly A. Lore, Clerk of the Board

**SUBJECT:**

**APPROVAL OF MINUTES**

**GENERAL MANAGER'S RECOMMENDATION**

RECOMMENDATION:

Approve Minutes of the Regular Meeting of the Steering Committee held November 18, 2020.

**BACKGROUND**

In accordance with the Board of Directors Rules of Procedure, an accurate record of each meeting will be provided to the Directors for subsequent approval at the following meeting.

**RELEVANT STANDARDS**

- Resolution No. OCSD 19-19

**ATTACHMENT**

*The following attachment(s) may be viewed on-line at the OC San website ([www.ocsan.gov](http://www.ocsan.gov)) with the complete agenda package:*

- Minutes of the Steering Committee meeting held November 18, 2020



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**CALL TO ORDER**

A regular meeting of the Steering Committee of the Orange County Sanitation District was called to order by Board Chairman David Shawver on Wednesday, November 18, 2020 at 5:02 p.m. in the Administration Building of the Orange County Sanitation District. Clerk of the Board Kelly Lore stated that the meeting was being held telephonically and via audio/video teleconferencing in accordance with the Governor's Executive Order No. N-29-20, due to the Coronavirus Pandemic (COVID-19).

**ROLL CALL AND DECLARATION OF QUORUM:**

A quorum was declared present, as follows:

**PRESENT:** David Shawver, John Withers, Robert Collacott, Peter Kim, Glenn Parker and Tim Shaw  
**ABSENT:** Chad Wanke

**STAFF MEMBERS PRESENT:** Jim Herberg, General Manager; Kelly Lore, Clerk of the Board; and Brian Engeln were present in the Board Room. Assistant General Manager Lorenzo Tyner, Assistant General Manager Rob Thompson, Director of Engineering Kathy Millea, Director of Environmental Services Lan Wiborg, Director of Human Resources Celia Chandler, Jennifer Cabral, Tina Knapp and Thomas Vu participated telephonically.

**OTHERS PRESENT:** Brad Hogin (General Counsel) was present in the Board Room.

**PUBLIC COMMENTS:**

None.

**REPORTS:**

None.

**CONSENT CALENDAR:**

**1. APPROVAL OF MINUTES**

**[2020-1310](#)**

**Originator:** Kelly Lore

**MOVED, SECONDED, AND DULY CARRIED TO:**

Approve Minutes of the Regular Meeting of the Steering Committee held October 28, 2020.

**AYES:** David Shawver, John Withers, Robert Collacott, Peter Kim, Glenn Parker and Tim Shaw

**NOES:** None

**ABSENT:** Chad Wanke

**ABSTENTIONS:** None

**NON-CONSENT:**

**2. APPROVAL OF FOUNTAIN VALLEY DEVELOPMENT AGREEMENT [2020-1333](#)**

**Originator:** Kathy Millea

General Manager Jim Herberg provided a brief introduction to the Item and clarification regarding the specific use of the site.

MOVED, SECONDED, AND DULY CARRIED TO: Recommend to the Board of Directors to:

Approve the Development Agreement with the City of Fountain Valley and authorize its execution and implementation.

**AYES:** David Shawver, John Withers, Robert Collacott, Peter Kim, Glenn Parker and Tim Shaw

**NOES:** None

**ABSENT:** Chad Wanke

**ABSTENTIONS:** None

**INFORMATION ITEMS:**

None.

**CLOSED SESSION:**

None.

**OTHER BUSINESS AND COMMUNICATIONS OR SUPPLEMENTAL AGENDA ITEMS, IF ANY:**

Director Collacott requested that the Chairman send a letter to the member agencies regarding appointments to the Board of Directors.

**BOARD OF DIRECTORS INITIATED ITEMS FOR A FUTURE MEETING:**

None.

**ADJOURNMENT:**

Chair Shawver declared the meeting adjourned at 5:19 p.m. to the next Steering Committee meeting to be held on Wednesday, December 16, 2020 at 5:00 p.m.

Submitted by:

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Kelly A. Lore, MMC  
Clerk of the Board



STEERING COMMITTEE

Agenda Report

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**File #:** 2021-1404

**Agenda Date:** 1/27/2021

**Agenda Item No:** 2.

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**FROM:** James D. Herberg, General Manager  
Originator: James D. Herberg, General Manager

**SUBJECT:**

**GENERAL MANAGER'S FISCAL YEAR 2020-2021 WORK PLAN MID-YEAR UPDATE**

**GENERAL MANAGER'S RECOMMENDATION**

RECOMMENDATION: Recommend to the Board of Directors to:

Receive and file the General Manager's Fiscal Year 2020-2021 Work Plan Mid-Year Update.

**BACKGROUND**

Each year, the General Manager prepares a work plan of activities to be accomplished during the fiscal year. Attached is the mid-year update for the General Manager's Fiscal Year 2020-2021 Work Plan.

**RELEVANT STANDARDS**

- Maintain a culture of improving efficiency to reduce the cost to provide the current service level or standard
- Plan for and execute succession, minimizing vacant position times
- Cultivate a highly qualified, well-trained, and diverse workforce
- Maintain and adhere to appropriate internal planning documents: Biosolids, Odor, and Energy Master Plans
- Use all practical and effective means for resource recovery

**PRIOR COMMITTEE/BOARD ACTIONS**

August 2020 - Presentation of the General Manager's Fiscal Year 2020-2021 Work Plan to the Steering Committee and Board of Directors for approval.

**ADDITIONAL INFORMATION**

The General Manager's Work Plan includes goals for the fiscal year. At mid-year, five items have reached completion and all remaining items are on track to be completed by, or prior to, the end of the fiscal year and the deadline of the overall work plan.

**FINANCIAL CONSIDERATIONS**

All items included in the General Manager's Work Plan are budgeted in the FY 2020-2021 Budget.

**ATTACHMENT**

*The following attachment(s) may be viewed on-line at the OC San website ([www.ocsan.gov](http://www.ocsan.gov)) with the complete agenda package:*

- General Manager's FY 2020-2021 Work Plan Mid-Year Update

January 27, 2021

TO: Chairman and Members of the Board of Directors

FROM: James D. Herberg, General Manager



SUBJECT: **General Manager's Fiscal Year 2020-2021 Work Plan Mid-Year Update**

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I am pleased to present the mid-year update for my Fiscal Year 2020-21 Work Plan. The Work Plan has 17 individual goals organized under four Strategic Planning categories: Business Principles, Environmental Stewardship, Wastewater Management, and Workplace Environment. At the mid-year point, five of the 17 goals have been completed and the remainder are in progress for completion by the end of the fiscal year.

1. **Business Principles**

- **Budget Control and Fiscal Discipline** – Provide the Administration Committee with an analysis of options, including an IRS Section 115 Trust for funding the Sanitation District's pension obligations by October 31, 2020.

**UPDATE: Complete.** Options were presented to the Administration Committee in September. The Committee directed staff to create and issue a Request for Proposal (RFP) for Section 115 Trust Services. The RFP was issued on January 11, 2021.

- **Asset Management** – Update the Asset Management Plan by December 31, 2020 including an inventory of critical assets for each process area and the collection system; an evaluation of their condition and performance; and an updated implementation plan to maintain, rehabilitate, and replace these assets to meet the required levels of service at the lowest life cycle cost and at an acceptable level of risk.

**UPDATE: Complete.** The Asset Management Plan was completed and presented to the Operations Committee and Board of Directors in December.

Serving:

Anaheim  
Brea  
Buena Park  
Cypress  
Fountain Valley  
Fullerton  
Garden Grove  
Huntington Beach  
Irvine  
La Habra  
La Palma  
Los Alamitos  
Newport Beach  
Orange  
Placentia  
Santa Ana  
Seal Beach  
Stanton  
Tustin  
Villa Park  
County of Orange  
Costa Mesa Sanitary District  
Midway City Sanitary District  
Irvine Ranch Water District  
Yorba Linda Water District



- **Headquarters Project** – Complete site preparation for the new Headquarters facility, Project P1-128C, by June 30, 2021.

**UPDATE: Complete.** Demolition of the four buildings on the site is complete. Site preparation will be completed by early 2021.

- **Cybersecurity/Safety** – Develop and conduct two emergency response and recovery drills for our interplant digester gas line and a cybersecurity breach by June 30, 2021.

**UPDATE: In Progress.** Liberty Energy Services has been secured to assist with this goal. They will work directly with Risk Management to assist with development and evaluation of the interplant digester gas line exercise. The exercise is currently being planned by Risk Management with input from Operations and Liberty. The exercise is scheduled for April 28, 2021.

- **Property Management** – Inspect real property, easements, and rights-of-way for encroachments and encumbrances which limit access or impede proper use of the right by December 31, 2020. Develop action plans by June 30, 2021 that restore long-term use for identified encroachments or encumbrances.

**UPDATE: In progress.** Real property, easements, and rights-of-way have been verified and entered into the Land Record Information System. Inspection for encroachments that impede, or limit OC San access or use are currently underway. Action plans will be complete by June 30, 2021.

## 2. Environmental Stewardship

- **Energy Independence** – Overhaul two Central Generation Engines to begin the second 25-year operations cycle for the Central Generation Facilities by June 30, 2021.

**UPDATE: In progress.** The first engine overhaul has encountered problems. The vendor completed their work on two separate occasions and testing on both occasions resulted in major component failure (wrist pins, pistons, rings, and cylinders). OC San is working with the vendor and third-party specialty inspectors to verify the failure modes and assure a quality rebuild. The second engine will not be released to the current vendor until such time as the first engine is working and an acceptable quality assurance program is demonstrated.

- **Climate and Catastrophic Event Resilience** – Execute a contingency biosolids disposal agreement with Orange County Waste and Recycling (OCWR) to formally establish a local emergency failsafe biosolids disposal option by March 31, 2021.

**UPDATE: In progress.** Staff have been in discussion with OCWR and Orange County Health Care Agency (OCHCA) to negotiate access to local landfills for emergency failsafe biosolids disposal. OCWR and OCHCA provided guidance to OC San on obtaining access, and staff are working to memorialize these protocols in an agreement to ensure access.

- **Food Waste Treatment** – Complete market assessment for food waste feedstock co-digestion at OC San. Solicit bids to construct the Interim Food Waste Facility at Plant No. 2, Project P2-124, by December 31, 2020.

**UPDATE: Complete.** A market assessment (Request for Information) was completed as of October 22, 2020. Draft contracts were issued to three food waste haulers in November 2020. Solicitation for bids to construct the Interim Food Waste Facility at Plant No. 2 advertised on December 1, 2020. Construction is anticipated to be completed by fall 2022.

- **Water Reuse – Complete.** Study alternatives to reduce the use of City Water in its operations by October 31, 2020 and implement water saving measures by June 30, 2021.

**UPDATE:** Staff presented a plan to the Operations Committee in September to significantly reduce City Water use by substituting plant water for City Water in select chemical make down systems and by reducing irrigation usage. A more comprehensive, longer term engineering study is scheduled to reassess the City water, reclaimed water, and plant water systems at both treatment plants.

- **Environmental Water Quality, Stormwater Management and Urban Runoff**– Complete business process mapping for source control permit management, compliance data management, and Environmental Protection Agency compliant reporting to evaluate the current system and alternatives for enhancing the system. Complete final report and recommendations by March 31, 2021.

**UPDATE: In progress.** The IT Department has taken the lead to select an external vendor to perform the business process mapping and produce over 40

Standard Operating Procedures to support source control permitting and enforcement data management and compliance with the United States Environmental Protection Agency's Cross-Media Electronic Reporting Rule (CROMERR) requirements. Due to resource constraints and the ongoing pandemic, the final report and recommendation are expected by March 31, 2022. A progress update will be provided to the Board by June 30, 2021.

### 3. Wastewater Management

- **Chemical Sustainability** – OC San will develop a plan to maintain at least two suppliers for Iron based coagulants at all times with a final report out to the Board of Directors by June 30, 2021.

**UPDATE: In progress.** OC San continues to survey the ferric chloride market for additional suppliers. Currently OC San contracts with two independent suppliers, Kemira and Pencco. Each supplier has the capacity to fulfill the agency's entire current ferric chloride demand. Based on current contracts, OC San has the option to renew with Kemira and Pencco for the next three years. A final report will be presented to the Board by June 30, 2021.

- **Biosolids Management** – Conduct an annual review of the regulatory aspects of the OC San Biosolids Management Plan to adjust for evolving regulations for contaminants of emerging concern and update contingency options as needed. Provide an informational update to the Board of Directors by June 30, 2021.

**UPDATE: In progress.** Staff provided an update on contingency options for biosolids management to the Operations and Administration Committees in November 2020. A programmatic information update will be provided to the Board of Directors by June 30, 2021.

- **Constituents of Emerging Concern** – Continue OC San's leadership role in developing analytical capability, advocating for sound science and regulations, and identification of significant sources in constituents of emerging concerns such as per- and polyfluoroalkyl (PFAS) and microplastics. Provide an informational briefing to the Board of Directors by June 30, 2021. Provide preliminary results from the California State Water Resources Control Board investigative order for PFAS by June 30, 2021.

**UPDATE: In progress.** An information briefing was provided to the Operations Committee in October 2020. OC San has hired CDM Smith to assist with the

PFAS sampling and analysis required by the State Water Resource Control Board's Investigative Order, and the first set of sampling is scheduled to commence in early 2021. OC San is on track to meet the time schedule and requirements of the Investigative Order.

#### **4. Workplace Environment**

- **COVID-19 Pandemic Response and Recovery** – Continue to respond to the COVID-19 pandemic with operations remaining in full permit compliance while providing a safe workplace and complying with the Center for Disease Control and Prevention health official guidance, and applicable employment and labor laws. Develop a “reopening plan” and present it to the Board of Directors by September 30, 2020.

**UPDATE: In progress.** OC San has remained in full compliance during the pandemic. Plans, policies, and procedures have been established and followed ensuring a safe workplace and compliance with health official’s guidance and labor laws. These plans and regular updates have been shared with the Board of Directors on a weekly basis. OC San completed an update of the COVID-19 Pandemic Response Program to address the new Cal/OSHA COVID-19 Prevention Regulation in January 2021.

- **Safety and Physical Security** – Complete implementation of an Industrial Hygiene Program and a Job Safety Analysis program to meet the Voluntary Protection Program requirements by June 30, 2021.

**UPDATE: In progress.** On November 2, 2020, Standard Operating Procedures were implemented for OC San's Industrial Hygiene and Hazard Assessment and Risk Control programs, which are needed to meet Cal/OSHA's Voluntary Protection Program (VPP) requirements. Staff has developed plans to conduct annual quantitative assessments for the Industrial Hygiene program, and a database which will be operational by June 2021. Additionally, staff are creating employee training on hazard identification to address Job Safety Analysis program requirements.

- **Classification and Compensation Study** – Begin preparations for an agency-wide Classification and Compensation Study by completing a Request for Proposal for a specialized vendor and accessing, discussing, and meeting and conferring regarding the 17 survey agencies by June 30, 2021.

**UPDATE: In progress.** An overview presentation on Classification and Compensation was provided to the Steering Committee in October 2020 in preparation for the upcoming agency-wide Classification and Compensation Study. Human Resources is preparing the scope of work for the Request for Proposals (RFP) process, which is targeted to begin in February 2021. The RFP process will yield a specialized vendor for the comprehensive study that ultimately will update job descriptions, analyze salary market position against survey agencies, review internal equity, etc. OC San plans to meet and confer with the bargaining units regarding survey agencies early in the process once a vendor is selected.

- **Succession Planning** – Conduct two specialized training classes for supervisors, managers, and executive management team members and provide organizational awareness coursework via OCSD University for all employees with a final report out on June 30, 2021.

**UPDATE: In progress.** Two specialized training classes were provided to supervisors, managers, and executive management team members as part of Human Resources' Back to Basics training program, designed to provide the tools and resources needed to navigate the core functions of OC San. Navigating Public Sector Employment Law, was provided virtually on June 16 and focused on employment relations/labor relations, employment related laws, and the roles of supervisors, managements, HR, and legal counsel. The second training offered on September 22, covered performance management fundamentals and tools available to ensure a successful working relationship.

Through OCSD University, employees can access organizational awareness content by attending live virtual presentations or viewing pre-recorded video content. Since the launch of OCSD University in September, several introductory-level live sessions have been offered to employees: Purchasing, Microsoft Teams, COVID-19 Sewage Surveillance, and Capital Improvement Program. All the live sessions are recorded so that employees with various shifts can view the content at their convenience. Additionally, the following organizational awareness videos are available for employees to view on demand: Joint Virtual Tour with OC San and OCWD, Environmental Services (Compliance), Wastewater Treatment Introduction, and Basic Wastewater Math. A final report out will be provided to the Board of Directors by June 30, 2021.



STEERING COMMITTEE

Agenda Report

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**File #:** 2021-1398

**Agenda Date:** 1/27/2021

**Agenda Item No:** 3.

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**FROM:** James D. Herberg, General Manager

**SUBJECT:**

**STRATEGIC PLAN DEVELOPMENT**

**GENERAL MANAGER'S RECOMMENDATION**

RECOMMENDATION:

Information Only.

**BACKGROUND**

The Orange County Sanitation District's (Sanitation District) Strategic Plan is revisited every two years. The Strategic Plan is a policy level roadmap which defines the future desired state of the agency and provides a basis for long-term financial, capital, and operational planning.

The current plan consists of 14 policy areas. Staff is proposing three Board of Directors workshops to discuss these policy areas as follows:

February 17, 2021

- Budget Control & Fiscal Discipline
- Cybersecurity
- Property Management
- Resilient Staffing
- Safety and Physical Security

March 17, 2021

- Asset Management
- Energy Independence
- Climate and Catastrophic Event Resiliency
- Water Reuse
- Chemical Sustainability

April 21, 2021

- Emerging Pollutants (Constituents of Emerging Concern)
- Biosolids Management
- Environmental Water Quality, Stormwater Management and Urban Runoff
- Food Waste Treatment - energy, capital, operations, regulations, policy

## **RELEVANT STANDARDS**

- Maintain and adhere to appropriate internal planning documents: Strategic Plan
- Sustain 1, 5, 20-year planning horizons
- Build brand, trust, and support with policy makers and community leaders

## **PROBLEM**

The current Strategic Plan was adopted by the Board of Directors in November 2019 and is currently in effect. The strategic planning process is intended to be reviewed every two years to review, validate, and update if needed with any new issues of concern for the Sanitation District.

## **PROPOSED SOLUTION**

Schedule a series of three special workshops to review these policy areas with the Board of Directors and obtain direction regarding development of the 2021 Strategic Plan.

## **ADDITIONAL INFORMATION**

The development process of the current Strategic Plan consisted of various information sessions with the Board of Directors to present proposed policy areas and seek input. A draft plan was presented in September 2019 and the final plan in November.

## **ATTACHMENT**

*The following attachment(s) may be viewed on-line at the OC San website ([www.ocsan.gov](http://www.ocsan.gov)) with the complete agenda package:*

- Strategic Planning Process Outline



## Strategic Planning Process Outline

The current [Strategic Plan](#) was adopted by the Board of Directors in November 2019 and is currently in effect. The Plan defines the strategic initiatives to be pursued by the Sanitation District and provides a basis for long-term financial, capital, and operational planning.

During this preparation phase, it has been identified that a review of the Levels of Service, Risk Register, and Core Values will be evaluated and updated as needed. The process will begin in January 2021 by initiating discussions with staff and management, there will be small group meetings, as well as surveys to gather the pertinent information.

Due to the high number of newly appointed OC San Board Members, additional efforts will take place to establish a foundation with our Board of Directors on the current Strategic Plan and the policy direction which staff is working from. This foundation will be established through a high-level introduction at the Board Orientation on February 4, 2021 with specific follow up informational presentations during February, March, and April.

The process will be facilitated by Vice-Chair John Withers, Assistant General Manager Rob Thompson, Administration Manager Jennifer Cabral, and supporting staff members.

The plan will be finalized and submitted to the Board in November 2021 in time to be incorporated into the Fiscal Year 2022-2023 budget cycle and will remain in place for two-years.

### Current policy topics:

- |   |  |
|---|--|
| 1. Budget Control & Fiscal Discipline           | 9. Environmental Water Quality,<br>Stormwater Management and<br>Urban Runoff |
| 2. Asset Management                             | 10. Chemical Sustainability  |
| 3. Cybersecurity                                | 11. Biosolids Management   |
| 4. Property Management                          | 12. Constituents of Emerging Concern   |
| 5. Energy Independence                          | 13. Resilient Staffing   |
| 6. Climate and Catastrophic Event<br>Resiliency | 14. Safety and Physical Security   |
| 7. Food Waste Treatment                         |  |
| 8. Water Reuse                                  |  |

These topics will be reviewed and validated to ensure the policy direction is consistent and/or if there is a need to be modified and/or replaced with new issues of concern for OC San.



**Schedule:**



January (tentative):

- Strategic Planning sessions with staff
  - Levels of Service review and update w/ Management – small group meetings
  - Core Values review – survey to employees

February:

- 2/4 - Board Orientation – Strategic Plan introduction
- 2/17 – Board informational session to introduce current policy topics (5 policies)
- Follow up meetings with staff regarding Levels of Service
- Follow up meetings with staff regarding Core Values (focus groups)

March/April:

- 3/17 – Board informational session to introduce current policy topics (5 policies)
- 4/21 – Board informational session to introduce current policy topics (4 policies)
- Consideration - Survey to follow regarding additional topics to consider or revision of existing policy topics

May/June:

- 5/26 – Strategic Planning Discussion/Recap Development of policy papers and PowerPoint presentations for Board
- May – EMT Retreat and Policy discussions
- 6/16 – Board Strategic Plan (if needed)

July/August:

- Strategic Plan development

September:

- Draft Strategic Plan presented to Board

November:

- Final Strategic Plan presented to Board of Directors for Adoption.



STEERING COMMITTEE

Agenda Report

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**File #:** 2020-1368

**Agenda Date:** 1/27/2021

**Agenda Item No:** 4.

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**FROM:** James D. Herberg, General Manager

**SUBJECT:**

**UPDATE TO THE ESTABLISHED RULES OF PROCEDURE FOR THE CONDUCT OF BUSINESS OF THE ORANGE COUNTY SANITATION DISTRICT**

**GENERAL MANAGER'S RECOMMENDATION**

RECOMMENDATION: Recommend to the Board of Directors to:

- A. Adopt Resolution No. OC SAN 21-XX entitled, "A Resolution of the Board of Directors of the Orange County Sanitation District establishing Rules of Procedure for the Conduct of Business of the Orange County Sanitation District; and repealing Resolution No. OCSD 19-19"; and
- B. Adopt Resolution No. OC SAN 21-XX entitled, "A Resolution of the Board of Directors of the Orange County Sanitation District establishing Board of Directors Protocols".

**BACKGROUND**

The Rules of Procedure are being updated to include changes to the delivery of agenda materials, updated decorum language, and minor clerical revisions.

At the request of the Orange County Sanitation District (Sanitation District) Board Chairman, the proposed Board of Directors protocols were designed to assist the Board of Directors, staff, and others by memorializing existing policies, successful procedures, and best practices for the conduct of business. The protocols are intended to be an instructive source of guidance so that accepted practices are identified and documented.

The protocols are intended to be consistent with all legal requirements applicable to the conduct of Sanitation District business. In the instance any protocols conflict with State or Federal law, or with the Sanitation District Ordinances, such State or Federal law, or Sanitation District Ordinances, will take precedence.

It is expected that the Board of Directors will renew these protocols periodically, in order to consider appropriate additions, deletions, and/or amendments.

**RELEVANT STANDARDS**

- California Government Code Section 54950 et seq.
- Comply with transparency and communication requirements, including the Brown Act

**PRIOR COMMITTEE/BOARD ACTIONS**

November 2019 - Adopted Resolution No. OCSD 19-19 entitled, "A Resolution of the Board of Directors of Orange County Sanitation District establishing Rules of Procedure for the Conduct of Business of the District; and repealing Resolution No. OCSD 18-12".

**ATTACHMENT**

*The following attachment(s) may be viewed on-line at the OC San website ([www.ocsan.gov](http://www.ocsan.gov)) with the complete agenda package:*

- Draft Resolution No. OC SAN 21-XX Rules of Procedure (Redline)
- Draft Resolution No. OC SAN 21-XX Rules of Procedure (Clean)
- Draft Resolution No. OC SAN 21-XX Protocols (NEW)

RESOLUTION NO. OC SAN 21-XX

A RESOLUTION OF THE BOARD OF DIRECTORS OF  
ORANGE COUNTY SANITATION DISTRICT  
ESTABLISHING RULES OF PROCEDURE FOR THE  
CONDUCT OF BUSINESS OF THE ORANGE COUNTY  
SANITATION DISTRICT, AND REPEALING RESOLUTION  
NO. OCSD 19-19

WHEREAS it is necessary to establish rules of procedure to facilitate the orderly handling of business to come before the Orange County Sanitation District Board of Directors and Standing, Steering, Special and Ad Hoc Committees.

NOW THEREFORE, the Board of Directors of the Orange County Sanitation District DOES HEREBY RESOLVE, DETERMINE AND ORDER:

Section 1: Rules of Procedure. That the following rules of procedure be adopted for the conduct of business of the Orange County Sanitation District (Sanitation District):

A. Regular Meetings. There shall be a regular monthly meeting of the Board of Directors of the Sanitation District on the fourth Wednesday of every month at 6:00 p.m., in the Administrative Offices of the Sanitation District, located at 10844 Ellis Avenue, Fountain Valley, California; provided, however, if the fourth Wednesday of the month falls upon a legal holiday, said monthly meeting shall be held on the next day thereafter, at the same time and place, unless the Board of Directors adjourns to a different date and time.

The Board of Directors may adjourn any regular, special or adjourned special meeting to a time and place certain, as specified in the order of adjournment.

B. Special Meetings. A special meeting of the Board of Directors may be called in either one of the following ways:

- (1) By the Chairperson of the Board of Directors; or
- (2) By the written request of a majority of the Steering Committee delivered to the Clerk of the Board.

The call or notice for special meeting shall be in writing and delivered electronically or by mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. Any notice deposited in the regular mail addressed to a Director at the address he or she has on file with the Clerk of the Board postage prepaid, sixty (60) hours in advance of any such meeting as specified in the notice, shall be presumed to have been delivered. If the notice is delivered electronically, the Clerk of the Board should use an

electronic “read receipt” to ensure delivery. If a Director has not read the notice, the Clerk will diligently attempt to contact the Director by telephone as soon as possible after the publication of the notice.

The call or notice shall specify the time and place of the special meeting, a description of the business to be transacted and copies of all pertinent material.

Such notice may be dispensed with as to any Director or Alternate Director who, at or prior to the time the meeting convenes, files with the Clerk of the Board a written waiver of notice. Such waiver may be given by facsimile or electronic mail. Such notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The Clerk of the Board shall diligently attempt to notify each Director personally of the time, place and purpose of said meeting, not less than twenty-four (24) hours before the time of said meeting.

The call or notice shall be posted in the administrative offices’ public lobby and in a location freely accessible to the public at least twenty-four (24) hours prior to the special meeting.

C. Meetings Adjourned by Clerk of the Board. If at any regular, adjourned regular, special or adjourned special meeting there is not a quorum of Directors present, the Clerk of the Board may declare the meeting adjourned to a stated time and place and shall cause written notice of the adjournment to be given in the same manner as for a special meeting, unless such notice is waived as provided for in special meetings. Within twenty-four (24) hours after the time of the adjournment, a copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held and, in a location, freely accessible to the public.

D. Notices to News Media. When any local newspaper of general circulation, radio or television station requests, in writing, notices of meetings of the Board of Directors, the Clerk of the Board shall thereafter, until receipt of a notice terminating said request, deliver notices of regular, regular adjourned and special adjourned meetings to such newspapers, radio or television stations. Delivery shall be made in the same manner as delivery is made to the Directors.

E. Conduct of Meetings.

(1) Procedural Rules. The procedural rules for debate and action shall be as set forth in Table 1, attached hereto and adopted herein by reference. Robert’s Rules of Order shall not be applicable or govern the procedures for the conduct of Sanitation District business.

(2) Legal Officer. In any case of ambiguity or uncertainty in the interpretation or application of these Rules to any procedure, the presiding officer may

direct such question for a ruling to the Board's General Counsel, who shall be the parliamentarian of the Board.

(3) Obtaining the Floor and Making Motions. Any member of the Board wishing to speak, or any member of the public wishing to address the Board, must first be recognized by the Chairperson. The Chairperson must recognize any member of the Board who seeks the floor when appropriately entitled to address the Board.

Any member of the Board, including the Chairperson, may bring a matter of business properly before the Board by making a motion. Any member, including the Chairperson, except the member making the motion, may second the motion. Once a motion is seconded, it may be opened for discussion and debate, in accordance with the procedures in Subsection (4) below.

(4) Rules for Discussion, Debate and Deliberation by the Board. The procedures for consideration and action on all matters to come before the Board shall be in compliance with the terms of this Section, as follows:

(a) Each item on the Agenda will be introduced in a form of a report by either the General Manager, a member of the Executive Management Team, General Counsel, Special Counsel, or the Clerk of the Board.

(b) Upon completion of the report, the Chairperson will allow for direct questions regarding the item, by Directors, each in turn, and in the order as selected by the Chairperson.

(c) Upon completion of the question period, the Chairperson will entertain a motion and second for consideration by the Board.

(d) Discussion among the Directors will follow. Each Director will be recognized to address the Board in the order selected by the Chairperson, with a five (5) minute time limit for each Member wishing to speak on the Agenda item, unless the time limit is waived by the Chairperson. Directors should limit comment to the subject matter, item, or motion currently being considered. There will be no interruptions of the Director who has been recognized. Attempted interruptions will be declared out-of-order, and the Director attempting to interrupt will be asked to remain silent until recognized.

(e) As an additional courtesy to everyone, repetition of comments will be discouraged in the interest of time and, at the discretion of the Chairperson, can be declared out-of-order.

(f) After each Member who wishes to speak has been recognized and completed their remarks, a single three (3) minute period of rebuttal will be allowed any Director, unless the time limit is waived by the Chairperson.

(g) If it appears to the Chairperson that any Director is pursuing a line of questioning or commentary due to lack of preparation or prior review with the Sanitation District's Staff, the Director's time will be declared to have been used up, and no further inquiry will be allowed.

(h) Upon adoption of a motion on an Agenda item, there will be no further discussion of that item.

(5) Decorum in Debate. All Members shall address their remarks to the Chairperson and confine them to the business then pending and subject to discussion before the Board, avoiding personalities and reflections upon anyone's motives.

(6) Closing or Limiting Debate. At all times, the Board shall endeavor to allow free and open debate among Members of the Board. However, in the discretion of the Chairperson, it may become necessary to close or limit debate, so that action can be taken by the Board. An order by the Chairperson closing or limiting the debate can only be set aside by a majority vote of the Board.

F. Quorum. A majority of the Directors shall constitute a quorum of the Board.

G. Chairperson and Vice Chairperson of the Board. A Chairperson and Vice Chairperson of the Board shall be elected by a majority vote of Directors at the regular meeting in June of each year and will assume office July 1<sup>st</sup>. The nominations for Chairperson and Vice Chairperson shall be made at the regular Board meeting in May of each year. Any person nominated for Chairperson shall be deemed to be nominated for Vice Chairperson in the event the person is not elected as Chairperson. Thereafter, the nominees shall prepare a statement setting forth their qualifications for the office sought. The statements should be forwarded to the Clerk of the Board who will in turn forward by electronic mail to the members of the Board of Directors with the Agenda and other meeting material for the June regular meeting. If only one individual is nominated for Chairperson at the regular Board meeting in May, that individual shall be deemed elected as Chairperson, no election shall be held in June, and the individual shall assume office July 1<sup>st</sup>. If only one individual is nominated for Vice Chairperson at the regular Board meeting in May, that individual shall be deemed elected as Vice Chairperson, no election shall be held in June, and the individual shall assume office July 1<sup>st</sup>.

The Chairperson and Vice Chairperson shall serve at the pleasure of a majority of the Directors. In the event the office of Chairperson becomes vacant due to resignation or retirement of the incumbent prior to the expiration of the regular term, the Vice Chairperson shall automatically succeed to the office of the Chairperson and shall continue to serve through the remainder of the regular term unless sooner removed by action of a majority of the Directors. In the event the office of Vice Chairperson becomes vacant prior to the expiration of the regular term, nominations and the election of a Director to serve in that capacity shall be conducted at the next regular Board meeting.

The person so elected shall serve the balance of the regularly scheduled term unless sooner removed as a result of action by a majority of the Directors.

The Chairperson shall not serve more than two consecutive one-year terms for which they have been elected to the office of Chairperson. The Vice Chairperson shall not serve more than two consecutive one-year terms for which they have been elected to the office of Vice Chairperson.

H. Presiding Officer. The Chairperson of the Board shall preside during meetings of the Directors. In the absence of the Chairperson, the Vice Chairperson shall preside.

I. Clerk of the Board and Minutes. The Board of Directors shall have a person designated to serve as Clerk of the Board. The Clerk of the Board will be appointed to the position by the General Manager and shall report to the General Manager or their designee. The Clerk of the Board will be a regular full-time employee, subject to all the rules and policies applicable to all regular full-time employees. The Clerk of the Board shall attend all meetings of the Board of Directors, unless excused by the Chairperson, and shall prepare an accurate record of each meeting for submission to the Directors and subsequent approval at the following meeting; provided, however, that when an adjourned, special or special adjourned meeting of the Board of Directors immediately precedes a regular meeting, Minutes of said meeting shall be submitted for approval at the next meeting of the Board following said regular meeting.

In the preparation of Official Minutes of a meeting of the Board of Directors, the Clerk of the Board will not record the name of the Director who moves or who seconds the adoption of a motion or Resolution but will reflect the votes by name of each Director on each item brought before the Board.

In the absence of the Clerk of the Board, an Assistant Clerk of the Board shall be appointed to exercise the duties of the Clerk of the Board.Regular Business to Come Before the Board of Directors. Insofar as practicable, all items of business to be taken up at a regular meeting of the Board shall be submitted to the Clerk of the Board, who shall include the Agenda all such items submitted by Directors, the General Manager and General Counsel, and all formal communications. The General Manager, in consultation with the Board Chairperson and Board Vice Chairperson, shall determine agenda items for Sanitation District Board of Director Meetings. Directors should prepare in advance of meetings and be familiar with items on the agenda. Directors shall make a reasonable effort to meet with the General Manager or related staff before meetings to receive answers to questions regarding the agenda.

The Order of Business on the agenda for regular meetings of the Board of Directors shall be:

- i. Call to Order



- ii. Invocation and Pledge of Allegiance
- iii. Roll Call and Declaration of Quorum
- iv. Public Comment - Pursuant to the Brown Act, public comment will be allowed on items on the Board/Committee agendas at the beginning of the meeting either on agenda items or general comments within the subject matter jurisdiction of the Sanitation District. Public comments are limited to no more than three minutes each. Individuals desiring to speak are encouraged to submit a request to speak card or place an eComment online to the Clerk of the Board.
- v. Special Presentations - Special presentations shall be scheduled as necessary in recognition of employee or Director service, or other requested presentations. Requests for special presentation must be submitted to the Clerk of the Board in writing in advance of the agenda publication deadline. The Clerk of the Board will coordinate the scheduling of presentations with the Board Chairperson.
- vi. Board Chairperson / General Manager Reports - The reports portion of the meeting provides the Chairperson and the General Manager the opportunity to briefly comment on Sanitation District business, operations, projects and other items of interest.
- vii. Public Hearings - Public Hearings may be required on certain items as prescribed by state or federal law. The regular time for public hearings is established by this resolution.
- viii. Elections – Annually or when deemed necessary
- ix. Consent Calendar - Items on the Board/Committee Agenda which are considered to be of a routine nature by the General Manager shall be listed on the “Consent Calendar.” These items shall be approved, adopted, etc. by one motion of the Board and majority vote.

Directors may comment on Consent Calendar items or ask for minor clarifications without the need for pulling the item for separate consideration. Items requiring deliberation should be pulled for separate consideration.

- x. Receive and File - Items that require no action; and if no objection, the Chairperson may so order.
- xi. Committee Items – Items approved at the monthly Committee meetings are brought forward under each Standing Committee title on the agenda for Board approval. These items may be treated as

a consent calendar by one motion of the Committee and majority vote.

- xii. Non-Consent – Items on the Board/Committee Agenda which have not been previously considered and require study, report or action.
- xiii. Information Items – Educational or Items of interest that require no action.
- xiv. AB 1234 Disclosure Reports – This item allows Board members to provide a brief oral report regarding the disclosure of outside committees, conferences, training, seminars, et. Attended at the Agency's expense, per Government Code §53232.3(d).
- xv. Closed Session - During the course of conducting the business set forth on an agenda as a regular meeting, the Chairperson may convene the Board/Committee in closed session pursuant to Government Code Sections 54956.8, 54956.9, 54957 or 54957.6, as noted.

All written materials and verbal information regarding closed session items shall remain confidential. No member of the Board of Directors, employee of the Sanitation District, or any other person present shall disclose to any person the content or substance of any discussion which takes place in a closed session unless authorized by General Counsel and a majority of the Board of Directors.

- xvi. Other Business and communications or Supplemental agenda items – Prior to adjournment, the Board Chairperson will inquire if there is any other business to bring before the meeting.
- xvii. Board of Directors initiated items for a future meeting - This portion of the meeting allow Directors to request an agenda item for a future meeting. If the Board Chair or a majority of the body indicates support for the request at that time, then the item shall be placed on a future agenda. Upon support for the request, the Board of Directors/Committee will provide direction to staff on the information that is desired to be presented when the item is placed on a future agenda.
- xviii. Adjournment

The Board Chairperson shall have the discretion to change the order of business.

The Clerk of the Board shall electronically mail to each Director a notice of such regular meetings, together with a proposed Agenda, not later than the Friday immediately preceding such regular meetings. Said Agenda, insofar as possible, shall include copies of Resolutions, except as hereafter provided, and a description of all matters to be considered, together with any additional pertinent material.

Agendas shall be posted in a location freely accessible to the public not less than seventy-two (72) hours in advance of the meeting.

Resolutions designated as "standard" and adopted by the Board of Directors from time to time, and approved as to form and content, need not be included with said Agenda; provided, however, that the information completing said standard Resolutions shall be set forth on the Agenda listing, and copies of said standard Resolutions shall be on file with the Clerk of the Board at the meeting time and place.

Items of business not known at the time the regular Agenda is electronically mailed as herein provided, may be considered as supplemental Agenda items; provided that all requirements of the Ralph M. Brown Act (California Government Code Sections 54950 et seq.) are satisfied.

No business, except with consent of two-thirds of the Directors present (a majority of Directors present for emergency actions), and only if permitted by the Ralph M. Brown Act, not appearing on the regular or supplemental Agendas may be brought before the Board of Directors.

The meeting Agenda shall provide for an opportunity for members of the public to address the Board on items on the Agenda and non-Agenda items of public interest. As determined by the Chairperson, speakers may be deferred until the specific Agenda item is taken for discussion, and remarks may be limited to three (3) minutes. Speakers on non-Agenda items may address only items that are within the subject matter jurisdiction of the Board of Directors. Time allotted for such presentations is limited to three (3) minutes or less. Total time allotted for all public input on each non-Agenda item is limited to thirty (30) minutes to one (1) hour, taking into consideration the number of persons filing a request to address the Board. However, time allotments may be waived by a majority vote of the Board.

K. Handling of Business and Voting. During the course of a Board meeting, routine matters listed on the Agenda for consideration will be referred to by Agenda Item Number only.

Voting on all Resolutions shall be by roll call, except if waived by unanimous voice vote, in which event, the Chairperson may order a unanimous ballot cast in favor of the motion or Resolution under discussion. The name of each Director shall be called only once.

On matters of considerable interest or on which there appears to be a controversy, the motion or Resolution shall be read by title or repeated by the Chairperson. The Chairperson shall thereafter call for discussion of the motion or Resolution, at which time any member may discuss the pending matter. Any person other than a Director present at the meeting may speak on the motion if recognized by the Chairperson. Sole discretion as to the extent of discussion outside of the membership of the Board shall rest with the Chairperson. At the close of discussion, the Chairperson may, at the Chairperson's discretion, repeat the motion or Resolution pending, and thereafter, call for a vote.

The Clerk of the Board shall determine and state whether or not a motion or Resolution is adopted by roll call vote. On all other matters, the Chairperson shall determine the outcome of the voting.

L. Committees.

(1) Standing Committees.

(a) Steering Committee: There shall be a permanent Committee designated as the Steering Committee, comprised of the Chairperson of the Board, the Vice Chairperson of the Board, the Chairperson of each of the Standing Committees and two at-large members selected by the Chairperson of the Board. The Vice Chairperson of each of the three Standing Committees shall serve as the designated Alternate, in the absence or inability to serve by any Chairperson. In the absence or inability of any designated member of the Steering Committee to serve, his/her city/agency appointed Alternate Director may not serve in that member's absence.

The Committee shall conduct an annual performance evaluation of the General Manager and submit recommendations on their compensation to the Board of Directors. The Committee shall also review the General Manager's evaluation and compensation of the executive management employees, based on established criteria, and executive management's goals and objectives for the following year.

The Committee shall also conduct an annual performance evaluation of General Counsel and submit recommendations to the Board of Directors as provided by Resolution No. OCSD 12-03.

The Committee shall make recommendations to the Board of Directors on labor negotiations and other related activities as may be needed or appropriate.

The Committee shall also be authorized to assign new subjects of significant importance to the appropriate Standing Committee for study, evaluation and recommendation.

The Steering Committee shall meet on the fourth Wednesday of each month at 5:00 p.m. preceding the Board's meeting, or at the call of the Chairperson of the Board of Directors.

(b) Administration Committee: There shall be a permanent Administration Committee (Finance & Administrative Services, Environmental Services, and Human Resources) to advise the Staff and make recommendations on matters related to the financial, budgeting, administrative, environmental and personnel policies and programs of the Sanitation District.

The Committee shall review with the Staff the procedures for development, preparation and format of the annual budget and recommend appropriate change, and counsel the Staff during the budget process to assure the proper interpretation and implementation of the Board's policies and that the desired procedures have been followed.

The responsibility for consideration and adoption of the Sanitation District budget rests with the Board of Directors.

The Committee shall periodically interview and recommend the selection of outside auditors. The Committee shall review the result of the annual audit of the Sanitation District's accounts with representatives of the outside audit firm, including any comments received recommending improvements. The Committee shall review management's response to these comments and make appropriate recommendations for implementation.

Periodically, the Committee shall recommend employment of an outside firm to audit internal control procedures to safeguard the assets of the Sanitation District.

The Committee shall interview and make recommendations on the employment of investment-banking firms, bond counsel and, if necessary or desired, financial advisors, to be used in connection with the Sanitation District's financing programs.

The Committee shall periodically coordinate recommendations on personnel audits of the Sanitation District's operations or segments of the operations on an as-needed basis.

The Committee shall make recommendations on personnel policies and procedures, insurers and coverage, procurement procedures and such other related activities as may be needed or appropriate.

The Committee shall also review issues pertaining to the Sanitation District's National Pollutant Discharge Elimination System (NPDES) Ocean Outfall Discharge Permit, including annual review of the contractor(s) performing the ocean monitoring and research programs required as a condition of said permit, and related issues regarding

protection of the marine waters off metropolitan Orange County's coastline from impacts resulting from the Sanitation District's operations and discharge of treated wastewater.

The Chairperson of the Board of Directors shall appoint a Committee Chairperson and a Committee Vice Chairperson for the Administration Committee. The Committee Chairperson and Committee Vice Chairperson shall serve at the pleasure of the Chairperson of the Board of Directors.

The Administration Committee shall consist of thirteen members, as follows:

- (1) The Chairperson of the Board of Directors;
- (2) The Vice Chairperson of the Board of Directors;
- (3) The Committee Chair of the Administration Committee;
- (4) The Committee Vice Chair of the Administration Committee; and
- (5) Nine additional Directors appointed by the Chairperson of the Board of Directors.

Other than the Board Chairperson and the Board Vice Chairperson, no Director who serves on the Operations Committee shall be eligible to serve concurrently on the Administration Committee. In the absence of the Board Chairperson, his or her alternate Director may attend meetings of the Administration Committee.

The Administration Committee shall meet on the second Wednesday of each month at 5:00 p.m., or at the call of its Chairperson.

(c) Operations Committee: There shall be a permanent Committee designated the Operations Committee (Engineering and Operations & Maintenance). With the goal of compliance with all public health and environmental laws and regulations, the Operations Committee shall review and submit appropriate recommendations on the matters pertaining to the operation of the Sanitation District wastewater treatment process, including such matters as current and projected service/flow needs, level and quality of treatment, conservation, recycling and reuse activities and air quality issues.

The Committee shall also review matters pertaining to contractual arrangements by the Sanitation District to provide sewerage services to areas outside the Sanitation District's boundaries or approved spheres of influence.

The Committee shall review plans for the future needs of the Sanitation District, explore alternatives and make recommendations to the Board of Directors.

The Operations Committee shall also review and submit appropriate recommendations on matters pertaining to capital projects which address operational needs, including the selection of professional consulting services to assist in studying, planning and designing needed Sanitation District wastewater treatment systems and support facilities, including computerized systems, in accordance with the Board's established policies and procedures for procuring such services; the Committee shall further review construction projects for said facilities in accordance with applicable public works laws and Board policies. Said oversight shall include the contracts for professional services and public works construction projects and addenda or change orders thereto. In carrying out its responsibilities, the Committee shall receive advance notice and regular status reports on the projects from Staff, and monitor, visit and observe the Sanitation District wastewater systems operational functions and major capital construction projects.

The Chairperson of the Board of Directors shall appoint a Committee Chairperson and a Committee Vice Chairperson of the Operations Committee. The Committee Chairperson and Committee Vice Chairperson shall serve at the pleasure of the Chairperson of the Board of Directors.

The Operations Committee shall consist of fourteen members, as follows:

- (1) The Chairperson of the Board of Directors;
- (2) The Vice Chairperson of the Board of Directors;
- (3) The Committee Chair of the Operations Committee;
- (4) The Committee Vice Chair of the Operations Committee; and
- (5) Ten (10) additional Directors appointed by the Chairperson of the Board of Directors.

Other than the Board Chairperson and the Board Vice Chairperson, no Director who serves on the Administration Committee shall be eligible to serve concurrently on the Operations Committee. In the absence of the Board Vice-Chairperson, his or her Alternate Director may attend meetings of the Operations Committee.

The Operations Committee shall meet on the first Wednesday of each month at 5:00 p.m., or at the call of its Chairperson.

(d) Legislative and Public Affairs Committee: There shall be a permanent Committee designated as the Legislative and Public Affairs (LaPA) Committee.

The Committee shall review issues pertaining to the impact on OCSD of legislative and regulatory proposals and submit appropriate recommendations on the matters.

The Committee shall also be responsible for overseeing the contractual arrangements with the Sanitation District's legislative advocates to provide advocacy services in Sacramento and Washington, D.C. In carrying out its responsibilities, the Committee shall receive regular status reports from the advocates and staff and monitor and recommend positions on legislative and regulatory proposals.

The Committee shall also review issues pertaining to the Sanitation District's public outreach, branding, and communications activities, evaluate alternatives and make recommendations to the Board of Directors.

The Chairperson of the Board of Directors shall appoint a Committee Chairperson and a Committee Vice Chairperson to the LaPA committee. The Committee Chairperson and Vice Chairperson shall serve at the pleasure of the Chairperson of the Board of Directors.

The LaPA Committee shall consist of seven members, as follows:

- (1) The Chairperson of the Board of Directors
- (2) The Vice Chairperson of the Board of Directors
- (3) The Committee Chairperson of the LaPA Committee
- (4) The Committee Vice Chairperson of the LaPA committee
- (5) Three (3) additional Directors appointed by the Chairperson of the Board of Directors

The LaPA Committee shall meet on the second Monday of the months of February, March, May, September, and November at 12:00 p.m. and the months of April and July at 3:30 p.m. or at the call of its Chairperson."

(2) Special and Ad Hoc Committees. In addition to the Standing Committees, the Chairperson of the Board of Directors, the Chairperson of a Standing Committee or a majority of the Directors, may appoint from time to time, Special or Ad Hoc Committees to study and report on specific matters. Such Committees shall be temporary in nature, and their assignments shall pertain to a current, specific issue. Upon completion of the assigned task, the Ad Hoc or Special Committee will be dissolved.

The Chairperson and Vice Chairperson of Special and Ad Hoc Committees shall be appointed by the Chairperson of the appointing authority.



Each Special and Ad Hoc Committee shall meet at the call of its Chairperson.

M. Alternate Directors: If a regular Director cannot attend a meeting of the Operations Committee, the Administration Committee or the full Board of Directors, the Director's alternate may attend in place of his or her regular Director. An alternate Director may not, however, attend a meeting of any other Committee in the absence of his or her regular Director. If the regular Director and the Alternate Director are both unable to attend the meeting, the regular Director may request that the meeting be teleconferenced. The request may be approved, at the Board Chairperson's discretion, provided that all requirements of the Ralph M. Brown Act (California Government Code Sections 54950 et seq.) are able to be satisfied.

N. Motion to Refer to a Standing Committee. Any Director at a **Board or Committee** meeting may move to have a policy or any other activity affecting the Sanitation District, or any one of the member Agencies, referred to a Standing Committee for study and report. This motion shall be a privileged motion, and when duly seconded, discussion thereof shall be limited to Directors only. Said motion shall receive an affirmative vote of a majority of the Directors for adoption.

O. All meetings of the Board of Directors shall be publicly available and recorded. The audio/video recording of any open and public meeting shall be subject to inspection pursuant to the California Public Records Act.

Section 2: Procedure for Consideration of Demands for Corrective Action.

A. Requirement of Written Demand. Prior to any person commencing a judicial action for injunction or mandamus to declare any action taken by the Board void because of failure to observe Brown Act requirements, such person must first serve upon the Clerk of the Board a written demand describing the alleged violation and demanding corrective action. Such demand must be served upon the Clerk of the Board within thirty (30) days of the complained of action. Failure to serve any such demand within this thirty (30) day period shall result in the loss of any right to challenge any action to have been taken in violation of Sections 54953, 54954.2 or 54956 of the California Government Code.

B. Consideration of Corrective Action. Upon receipt of such a demand, consideration of the demand shall immediately be placed on the Agenda for the next meeting of the Board of Directors. If the demand is received less than seventy-two (72) hours prior to the time set for the next meeting, the Board may determine that the notice constitutes the initiation of litigation, and that the need to take action on the threatened litigation arose subsequent to the posting of the Agenda and may consider it at that meeting pursuant to Section 1(J) above. A description of any item so placed on the Agenda shall include both consideration of the demand, and the possibility of corrective action, by the Board.

In considering such demands, the Board shall first determine, by motion, whether corrective action should be taken. If no motion to take corrective action is carried,

the Clerk of the Board shall inform the demanding party in writing of the Board's decision not to cure or correct the challenged action.

C. Implementing Corrective Action. If a motion to take corrective action passes, the Chairperson may entertain a motion implementing corrective action. Any motion implementing corrective action shall address the concerns raised in the consideration of corrective action. The motion implementing corrective action may include a motion to rescind prior action taken, as appropriate. Passage of a motion to rescind invalidates prior action only as of the time of the passage of the motion, and not from the date of the initial action. A motion implementing corrective action resulting from a written demand is out-of-order if the action complained of (a) was in connection with the sale or issuance of notes, bonds or other evidences of indebtedness, or any contract, agreement or incident thereto; or (b) gave rise to a contractual obligation upon which a party has, in good faith, detrimentally relied. In any event, the Board shall notify the party making the demand in writing of its decision to take corrective action and shall describe any corrective action taken. This notice shall be given to the demanding party as soon as possible after the meeting, but in no event more than thirty (30) days after receipt of the demand.

Section 4: Resolution No. OCSD 19-19 is hereby repealed.

Section 5: This Resolution shall become effective immediately.

PASSED AND ADOPTED at a regular meeting of the Board of Directors held January 27, 2021

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David John Shawver  
Board Chairman

ATTEST:

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Kelly A. Lore, MMC  
Clerk of the Board

APPROVED AS TO FORM:

---

Bradley R. Hogin  
General Counsel

DRAFT

STATE OF CALIFORNIA )  
 )        ss  
COUNTY OF ORANGE )

I, Kelly A. Lore, Clerk of the Board of Directors of the Orange County Sanitation District, do hereby certify that the foregoing Resolution No. OC SAN 21-XX was passed and

adopted at a regular meeting of said Board on the 27<sup>th</sup> day of January, 2021 , by the following vote, to wit:

**AYES:**  
**NOES:**  
**ABSTENTIONS:**  
**ABSENT:**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of Orange County Sanitation District this 27<sup>th</sup> day of January 2021.

---

Kelly A. Lore, MMC  
Clerk of the Board of Directors  
Orange County Sanitation District

## TABLE 1

### BOARD PROCEDURES AND ORGANIZATION SUMMARY OF MOTIONS

#### A. PRIVILEGED MOTIONS

<i>Kind of Motion</i>	<i>Second Required</i>	<i>Debatable</i>	<i>Amendable</i>	<i>Vote Required</i>	<i>Purpose</i>
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Adjourn	Yes	No	No	Majority	To end the meeting
To Take a Recess	Yes	No	No	Majority	To interrupt a meeting for a short time or to provide an intermission
Raise a Question of Privilege	No	No	No	None	To obtain action immediately in an emergency

**B. MAIN MOTION AND RELATED  
SUBSIDIARY MOTIONS**

<i>Kind of Motion</i>	<i>Second Required</i>	<i>Debatable</i>	<i>Amendable</i>	<i>Vote Required</i>	<i>Purpose</i>
Main Motion	Yes	Yes	Yes	Majority	To introduce new business
Amend Main Motion	Yes	Yes	Yes	Majority	To modify or alter a motion
Substitute Motion	Yes	Yes	Yes	Majority	To replace the main motion entirely

Previous Question	Yes	No	No	Majority	To close debate on the main or amended motion immediately
Continue to a Certain Time	Yes	Yes	Yes	Majority	To defer action
To Table	Yes	No	No	Majority	To discontinue consideration until brought back by vote of the Board
Take a Motion from the Table	Yes	No	No	Majority	To bring before the group a motion previously tabled
Limit or Extend Limits of Debate	Yes	No	Yes	Majority	To limit or extend limits of debate
Refer to a Committee	Yes	Yes	Yes	Majority	To place business in hands of a Committee
Withdraw a Motion	No	No	No	None	To withdraw a motion before it is voted on
Reconsider	Yes	Yes	No	Majority must be by a Director who voted for the prevailing side on the original motion	To secure a new vote on a motion previously voted upon

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**C. INCIDENTAL RULES  
NON-RANKING**

<i>Kind of Motion</i>	<i>Second Required</i>	<i>Debatable</i>	<i>Amendable</i>	<i>Vote Required</i>	<i>Purpose</i>
Request to Suspend the Rules	Yes	No	No	Two-Thirds	To facilitate business ordinarily contrary to the rules of the organization
Override Order of the Chair	Yes	No	No	Majority	To have Board majority rule on the order
Point of Order	No	No	No	None	To enforce the rules of the organization

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RESOLUTION NO. OC SAN 21-XX

A RESOLUTION OF THE BOARD OF DIRECTORS OF  
ORANGE COUNTY SANITATION DISTRICT  
ESTABLISHING RULES OF PROCEDURE FOR THE  
CONDUCT OF BUSINESS OF THE ORANGE COUNTY  
SANITATION DISTRICT, AND REPEALING RESOLUTION  
NO. OCSD 19-19

WHEREAS it is necessary to establish rules of procedure to facilitate the orderly handling of business to come before the Orange County Sanitation District Board of Directors and Standing, Steering, Special and Ad Hoc Committees.

NOW THEREFORE, the Board of Directors of the Orange County Sanitation District DOES HEREBY RESOLVE, DETERMINE AND ORDER:

Section 1: Rules of Procedure. That the following rules of procedure be adopted for the conduct of business of the Orange County Sanitation District (Sanitation District):

A. Regular Meetings. There shall be a regular monthly meeting of the Board of Directors of the Sanitation District on the fourth Wednesday of every month at 6:00 p.m., in the Administrative Offices of the Sanitation District, located at 10844 Ellis Avenue, Fountain Valley, California; provided, however, if the fourth Wednesday of the month falls upon a legal holiday, said monthly meeting shall be held on the next day thereafter, at the same time and place, unless the Board of Directors adjourns to a different date and time.

The Board of Directors may adjourn any regular, special or adjourned special meeting to a time and place certain, as specified in the order of adjournment.

B. Special Meetings. A special meeting of the Board of Directors may be called in either one of the following ways:

- (1) By the Chairperson of the Board of Directors; or
- (2) By the written request of a majority of the Steering Committee delivered to the Clerk of the Board.

The call or notice for special meeting shall be in writing and delivered electronically or by mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. Any notice deposited in the regular mail addressed to a Director at the address he or she has on file with the Clerk of the Board postage prepaid, sixty (60) hours in advance of any such meeting as specified in the notice, shall be presumed to have been delivered. If the notice is delivered electronically, the Clerk of the Board should use an

electronic “read receipt” to ensure delivery. If a Director has not read the notice, the Clerk will diligently attempt to contact the Director by telephone as soon as possible after the publication of the notice.

The call or notice shall specify the time and place of the special meeting, a description of the business to be transacted and copies of all pertinent material.

Such notice may be dispensed with as to any Director or Alternate Director who, at or prior to the time the meeting convenes, files with the Clerk of the Board a written waiver of notice. Such waiver may be given by facsimile or electronic mail. Such notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The Clerk of the Board shall diligently attempt to notify each Director personally of the time, place and purpose of said meeting, not less than twenty-four (24) hours before the time of said meeting.

The call or notice shall be posted in the administrative offices’ public lobby and in a location freely accessible to the public at least twenty-four (24) hours prior to the special meeting.

C. Meetings Adjourned by Clerk of the Board. If at any regular, adjourned regular, special or adjourned special meeting there is not a quorum of Directors present, the Clerk of the Board may declare the meeting adjourned to a stated time and place and shall cause written notice of the adjournment to be given in the same manner as for a special meeting, unless such notice is waived as provided for in special meetings. Within twenty-four (24) hours after the time of the adjournment, a copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held and, in a location, freely accessible to the public.

D. Notices to News Media. When any local newspaper of general circulation, radio or television station requests, in writing, notices of meetings of the Board of Directors, the Clerk of the Board shall thereafter, until receipt of a notice terminating said request, deliver notices of regular, regular adjourned and special adjourned meetings to such newspapers, radio or television stations. Delivery shall be made in the same manner as delivery is made to the Directors.

E. Conduct of Meetings.

(1) Procedural Rules. The procedural rules for debate and action shall be as set forth in Table 1, attached hereto and adopted herein by reference. Robert’s Rules of Order shall not be applicable or govern the procedures for the conduct of Sanitation District business.

(2) Legal Officer. In any case of ambiguity or uncertainty in the interpretation or application of these Rules to any procedure, the presiding officer may

direct such question for a ruling to the Board's General Counsel, who shall be the parliamentarian of the Board.

(3) Obtaining the Floor and Making Motions. Any member of the Board wishing to speak, or any member of the public wishing to address the Board, must first be recognized by the Chairperson. The Chairperson must recognize any member of the Board who seeks the floor when appropriately entitled to address the Board.

Any member of the Board, including the Chairperson, may bring a matter of business properly before the Board by making a motion. Any member, including the Chairperson, except the member making the motion, may second the motion. Once a motion is seconded, it may be opened for discussion and debate, in accordance with the procedures in Subsection (4) below.

(4) Rules for Discussion, Debate and Deliberation by the Board. The procedures for consideration and action on all matters to come before the Board shall be in compliance with the terms of this Section, as follows:

(a) Each item on the Agenda will be introduced in a form of a report by either the General Manager, a member of the Executive Management Team, General Counsel, Special Counsel, or the Clerk of the Board.

(b) Upon completion of the report, the Chairperson will allow for direct questions regarding the item, by Directors, each in turn, and in the order as selected by the Chairperson.

(c) Upon completion of the question period, the Chairperson will entertain a motion and second for consideration by the Board.

(d) Discussion among the Directors will follow. Each Director will be recognized to address the Board in the order selected by the Chairperson, with a five (5) minute time limit for each Member wishing to speak on the Agenda item, unless the time limit is waived by the Chairperson. Directors should limit comment to the subject matter, item, or motion currently being considered. There will be no interruptions of the Director who has been recognized. Attempted interruptions will be declared out-of-order, and the Director attempting to interrupt will be asked to remain silent until recognized.

(e) As an additional courtesy to everyone, repetition of comments will be discouraged in the interest of time and, at the discretion of the Chairperson, can be declared out-of-order.

(f) After each Member who wishes to speak has been recognized and completed their remarks, a single three (3) minute period of rebuttal will be allowed any Director, unless the time limit is waived by the Chairperson.

(g) If it appears to the Chairperson that any Director is pursuing a line of questioning or commentary due to lack of preparation or prior review with the Sanitation District's Staff, the Director's time will be declared to have been used up, and no further inquiry will be allowed.

(h) Upon adoption of a motion on an Agenda item, there will be no further discussion of that item.

(5) Decorum in Debate. All Members shall address their remarks to the Chairperson and confine them to the business then pending and subject to discussion before the Board, avoiding personalities and reflections upon anyone's motives.

(6) Closing or Limiting Debate. At all times, the Board shall endeavor to allow free and open debate among Members of the Board. However, in the discretion of the Chairperson, it may become necessary to close or limit debate, so that action can be taken by the Board. An order by the Chairperson closing or limiting the debate can only be set aside by a majority vote of the Board.

F. Quorum. A majority of the Directors shall constitute a quorum of the Board.

G. Chairperson and Vice Chairperson of the Board. A Chairperson and Vice Chairperson of the Board shall be elected by a majority vote of Directors at the regular meeting in June of each year and will assume office July 1<sup>st</sup>. The nominations for Chairperson and Vice Chairperson shall be made at the regular Board meeting in May of each year. Any person nominated for Chairperson shall be deemed to be nominated for Vice Chairperson in the event the person is not elected as Chairperson. Thereafter, the nominees shall prepare a statement setting forth their qualifications for the office sought. The statements should be forwarded to the Clerk of the Board who will in turn forward by electronic mail to the members of the Board of Directors with the Agenda and other meeting material for the June regular meeting. If only one individual is nominated for Chairperson at the regular Board meeting in May, that individual shall be deemed elected as Chairperson, no election shall be held in June, and the individual shall assume office July 1<sup>st</sup>. If only one individual is nominated for Vice Chairperson at the regular Board meeting in May, that individual shall be deemed elected as Vice Chairperson, no election shall be held in June, and the individual shall assume office July 1<sup>st</sup>.

The Chairperson and Vice Chairperson shall serve at the pleasure of a majority of the Directors. In the event the office of Chairperson becomes vacant due to resignation or retirement of the incumbent prior to the expiration of the regular term, the Vice Chairperson shall automatically succeed to the office of the Chairperson and shall continue to serve through the remainder of the regular term unless sooner removed by action of a majority of the Directors. In the event the office of Vice Chairperson becomes vacant prior to the expiration of the regular term, nominations and the election of a Director to serve in that capacity shall be conducted at the next regular Board meeting.

The person so elected shall serve the balance of the regularly scheduled term unless sooner removed as a result of action by a majority of the Directors.

The Chairperson shall not serve more than two consecutive one-year terms for which they have been elected to the office of Chairperson. The Vice Chairperson shall not serve more than two consecutive one-year terms for which they have been elected to the office of Vice Chairperson.

H. Presiding Officer. The Chairperson of the Board shall preside during meetings of the Directors. In the absence of the Chairperson, the Vice Chairperson shall preside.

I. Clerk of the Board and Minutes. The Board of Directors shall have a person designated to serve as Clerk of the Board. The Clerk of the Board will be appointed to the position by the General Manager and shall report to the General Manager or their designee. The Clerk of the Board will be a regular full-time employee, subject to all the rules and policies applicable to all regular full-time employees. The Clerk of the Board shall attend all meetings of the Board of Directors, unless excused by the Chairperson, and shall prepare an accurate record of each meeting for submission to the Directors and subsequent approval at the following meeting; provided, however, that when an adjourned, special or special adjourned meeting of the Board of Directors immediately precedes a regular meeting, Minutes of said meeting shall be submitted for approval at the next meeting of the Board following said regular meeting.

In the preparation of Official Minutes of a meeting of the Board of Directors, the Clerk of the Board will not record the name of the Director who moves or who seconds the adoption of a motion or Resolution but will reflect the votes by name of each Director on each item brought before the Board.

In the absence of the Clerk of the Board, an Assistant Clerk of the Board shall be appointed to exercise the duties of the Clerk of the Board.Regular Business to Come Before the Board of Directors. Insofar as practicable, all items of business to be taken up at a regular meeting of the Board shall be submitted to the Clerk of the Board, who shall include the Agenda all such items submitted by Directors, the General Manager and General Counsel, and all formal communications. The General Manager, in consultation with the Board Chairperson and Board Vice Chairperson, shall determine agenda items for Sanitation District Board of Director Meetings. Directors should prepare in advance of meetings and be familiar with items on the agenda. Directors shall make a reasonable effort to meet with the General Manager or related staff before meetings to receive answers to questions regarding the agenda.

The Order of Business on the agenda for regular meetings of the Board of Directors shall be:

- i. Call to Order

- ii. Invocation and Pledge of Allegiance
- iii. Roll Call and Declaration of Quorum
- iv. Public Comment - Pursuant to the Brown Act, public comment will be allowed on items on the Board/Committee agendas at the beginning of the meeting either on agenda items or general comments within the subject matter jurisdiction of the Sanitation District. Public comments are limited to no more than three minutes each. Individuals desiring to speak are encouraged to submit a request to speak card or place an eComment online to the Clerk of the Board.
  
- v. Special Presentations - Special presentations shall be scheduled as necessary in recognition of employee or Director service, or other requested presentations. Requests for special presentation must be submitted to the Clerk of the Board in writing in advance of the agenda publication deadline. The Clerk of the Board will coordinate the scheduling of presentations with the Board Chairperson.
  
- vi. Board Chairperson / General Manager Reports - The reports portion of the meeting provides the Chairperson and the General Manager the opportunity to briefly comment on Sanitation District business, operations, projects and other items of interest.
  
- vii. Public Hearings - Public Hearings may be required on certain items as prescribed by state or federal law. The regular time for public hearings is established by this resolution.
  
- viii. Elections – Annually or when deemed necessary.
  
- ix. Consent Calendar - Items on the Board/Committee Agenda which are considered to be of a routine nature by the General Manager shall be listed on the “Consent Calendar.” These items shall be approved, adopted, etc. by one motion of the Board and majority vote.  
  
Directors may comment on Consent Calendar items or ask for minor clarifications without the need for pulling the item for separate consideration. Items requiring deliberation should be pulled for separate consideration.
  
- x. Receive and File - Items that require no action; and if no objection, the Chairperson may so order.
  
- xi. Committee Items – Items approved at the monthly Committee meetings are brought forward under each Standing Committee title on the agenda for Board approval. These items may be treated as

a consent calendar by one motion of the Committee and majority vote.

- xii. Non-Consent – Items on the Board/Committee Agenda which have not been previously considered and require study, report or action.
- xiii. Information Items – Educational or Items of interest that require no action.
- xiv. AB 1234 Disclosure Reports – This item allows Board members to provide a brief oral report regarding the disclosure of outside committees, conferences, training, seminars, et. Attended at the Agency's expense, per Government Code §53232.3(d).
- xv. Closed Session - During the course of conducting the business set forth on an agenda as a regular meeting, the Chairperson may convene the Board/Committee in closed session pursuant to Government Code Sections 54956.8, 54956.9, 54957 or 54957.6, as noted.

All written materials and verbal information regarding closed session items shall remain confidential. No member of the Board of Directors, employee of the Sanitation District, or any other person present shall disclose to any person the content or substance of any discussion which takes place in a closed session unless authorized by General Counsel and a majority of the Board of Directors.

- xvi. Other Business and communications or Supplemental agenda items – Prior to adjournment, the Board Chairperson will inquire if there is any other business to bring before the meeting.
- xvii. Board of Directors initiated items for a future meeting - This portion of the meeting allow Directors to request an agenda item for a future meeting. If the Board Chair or a majority of the body indicates support for the request at that time, then the item shall be placed on a future agenda. Upon support for the request, the Board of Directors/Committee will provide direction to staff on the information that is desired to be presented when the item is placed on a future agenda.
- xviii. Adjournment

The Board Chairperson shall have the discretion to change the order of business.

The Clerk of the Board shall electronically mail to each Director a notice of such regular meetings, together with a proposed Agenda, not later than the Friday immediately preceding such regular meetings. Said Agenda, insofar as possible, shall include copies of Resolutions, except as hereafter provided, and a description of all matters to be considered, together with any additional pertinent material.

Agendas shall be posted in a location freely accessible to the public not less than seventy-two (72) hours in advance of the meeting.

Resolutions designated as “standard” and adopted by the Board of Directors from time to time, and approved as to form and content, need not be included with said Agenda; provided, however, that the information completing said standard Resolutions shall be set forth on the Agenda listing, and copies of said standard Resolutions shall be on file with the Clerk of the Board at the meeting time and place.

Items of business not known at the time the regular Agenda is electronically mailed as herein provided, may be considered as supplemental Agenda items; provided that all requirements of the Ralph M. Brown Act (California Government Code Sections 54950 et seq.) are satisfied.

No business, except with consent of two-thirds of the Directors present (a majority of Directors present for emergency actions), and only if permitted by the Ralph M. Brown Act, not appearing on the regular or supplemental Agendas may be brought before the Board of Directors.

The meeting Agenda shall provide for an opportunity for members of the public to address the Board on items on the Agenda and non-Agenda items of public interest. As determined by the Chairperson, speakers may be deferred until the specific Agenda item is taken for discussion, and remarks may be limited to three (3) minutes. Speakers on non-Agenda items may address only items that are within the subject matter jurisdiction of the Board of Directors. Time allotted for such presentations is limited to three (3) minutes or less. Total time allotted for all public input on each non-Agenda item is limited to thirty (30) minutes to one (1) hour, taking into consideration the number of persons filing a request to address the Board. However, time allotments may be waived by a majority vote of the Board.

K. Handling of Business and Voting. During the course of a Board meeting, routine matters listed on the Agenda for consideration will be referred to by Agenda Item Number only.

Voting on all Resolutions shall be by roll call, except if waived by unanimous voice vote, in which event, the Chairperson may order a unanimous ballot cast in favor of the motion or Resolution under discussion. The name of each Director shall be called only once.



On matters of considerable interest or on which there appears to be a controversy, the motion or Resolution shall be read by title or repeated by the Chairperson. The Chairperson shall thereafter call for discussion of the motion or Resolution, at which time any member may discuss the pending matter. Any person other than a Director present at the meeting may speak on the motion if recognized by the Chairperson. Sole discretion as to the extent of discussion outside of the membership of the Board shall rest with the Chairperson. At the close of discussion, the Chairperson may, at the Chairperson's discretion, repeat the motion or Resolution pending, and thereafter, call for a vote.

The Clerk of the Board shall determine and state whether or not a motion or Resolution is adopted by roll call vote. On all other matters, the Chairperson shall determine the outcome of the voting.

L. Committees.

(1) Standing Committees.

(a) Steering Committee: There shall be a permanent Committee designated as the Steering Committee, comprised of the Chairperson of the Board, the Vice Chairperson of the Board, the Chairperson of each of the Standing Committees and two at-large members selected by the Chairperson of the Board. The Vice Chairperson of each of the three Standing Committees shall serve as the designated Alternate, in the absence or inability to serve by any Chairperson. In the absence or inability of any designated member of the Steering Committee to serve, his/her city/agency appointed Alternate Director may not serve in that member's absence.

The Committee shall conduct an annual performance evaluation of the General Manager and submit recommendations on their compensation to the Board of Directors. The Committee shall also review the General Manager's evaluation and compensation of the executive management employees, based on established criteria, and executive management's goals and objectives for the following year.

The Committee shall also conduct an annual performance evaluation of General Counsel and submit recommendations to the Board of Directors as provided by Resolution No. OCSD 12-03.

The Committee shall make recommendations to the Board of Directors on labor negotiations and other related activities as may be needed or appropriate.

The Committee shall also be authorized to assign new subjects of significant importance to the appropriate Standing Committee for study, evaluation and recommendation.

The Steering Committee shall meet on the fourth Wednesday of each month at 5:00 p.m. preceding the Board's meeting, or at the call of the Chairperson of the Board of Directors.

(b) Administration Committee: There shall be a permanent Administration Committee (Finance & Administrative Services, Environmental Services, and Human Resources) to advise the Staff and make recommendations on matters related to the financial, budgeting, administrative, environmental and personnel policies and programs of the Sanitation District.

The Committee shall review with the Staff the procedures for development, preparation and format of the annual budget and recommend appropriate change, and counsel the Staff during the budget process to assure the proper interpretation and implementation of the Board's policies and that the desired procedures have been followed.

The responsibility for consideration and adoption of the Sanitation District budget rests with the Board of Directors.

The Committee shall periodically interview and recommend the selection of outside auditors. The Committee shall review the result of the annual audit of the Sanitation District's accounts with representatives of the outside audit firm, including any comments received recommending improvements. The Committee shall review management's response to these comments and make appropriate recommendations for implementation.

Periodically, the Committee shall recommend employment of an outside firm to audit internal control procedures to safeguard the assets of the Sanitation District.

The Committee shall interview and make recommendations on the employment of investment-banking firms, bond counsel and, if necessary or desired, financial advisors, to be used in connection with the Sanitation District's financing programs.

The Committee shall periodically coordinate recommendations on personnel audits of the Sanitation District's operations or segments of the operations on an as-needed basis.

The Committee shall make recommendations on personnel policies and procedures, insurers and coverage, procurement procedures and such other related activities as may be needed or appropriate.

The Committee shall also review issues pertaining to the Sanitation District's National Pollutant Discharge Elimination System (NPDES) Ocean Outfall Discharge Permit, including annual review of the contractor(s) performing the ocean monitoring and research programs required as a condition of said permit, and related issues regarding

protection of the marine waters off metropolitan Orange County's coastline from impacts resulting from the Sanitation District's operations and discharge of treated wastewater.

The Chairperson of the Board of Directors shall appoint a Committee Chairperson and a Committee Vice Chairperson for the Administration Committee. The Committee Chairperson and Committee Vice Chairperson shall serve at the pleasure of the Chairperson of the Board of Directors.

The Administration Committee shall consist of thirteen members, as follows:

- (1) The Chairperson of the Board of Directors;
- (2) The Vice Chairperson of the Board of Directors;
- (3) The Committee Chair of the Administration Committee;
- (4) The Committee Vice Chair of the Administration Committee; and
- (5) Nine additional Directors appointed by the Chairperson of the Board of Directors.

Other than the Board Chairperson and the Board Vice Chairperson, no Director who serves on the Operations Committee shall be eligible to serve concurrently on the Administration Committee. In the absence of the Board Chairperson, his or her alternate Director may attend meetings of the Administration Committee.

The Administration Committee shall meet on the second Wednesday of each month at 5:00 p.m., or at the call of its Chairperson.

(c) Operations Committee: There shall be a permanent Committee designated the Operations Committee (Engineering and Operations & Maintenance). With the goal of compliance with all public health and environmental laws and regulations, the Operations Committee shall review and submit appropriate recommendations on the matters pertaining to the operation of the Sanitation District wastewater treatment process, including such matters as current and projected service/flow needs, level and quality of treatment, conservation, recycling and reuse activities and air quality issues.

The Committee shall also review matters pertaining to contractual arrangements by the Sanitation District to provide sewerage services to areas outside the Sanitation District's boundaries or approved spheres of influence.

The Committee shall review plans for the future needs of the Sanitation District, explore alternatives and make recommendations to the Board of Directors.

The Operations Committee shall also review and submit appropriate recommendations on matters pertaining to capital projects which address operational needs, including the selection of professional consulting services to assist in studying, planning and designing needed Sanitation District wastewater treatment systems and support facilities, including computerized systems, in accordance with the Board's established policies and procedures for procuring such services; the Committee shall further review construction projects for said facilities in accordance with applicable public works laws and Board policies. Said oversight shall include the contracts for professional services and public works construction projects and addenda or change orders thereto. In carrying out its responsibilities, the Committee shall receive advance notice and regular status reports on the projects from Staff, and monitor, visit and observe the Sanitation District wastewater systems operational functions and major capital construction projects.

The Chairperson of the Board of Directors shall appoint a Committee Chairperson and a Committee Vice Chairperson of the Operations Committee. The Committee Chairperson and Committee Vice Chairperson shall serve at the pleasure of the Chairperson of the Board of Directors.

The Operations Committee shall consist of fourteen members, as follows:

- (1) The Chairperson of the Board of Directors;
- (2) The Vice Chairperson of the Board of Directors;
- (3) The Committee Chair of the Operations Committee;
- (4) The Committee Vice Chair of the Operations Committee; and
- (5) Ten (10) additional Directors appointed by the Chairperson of the Board of Directors.

Other than the Board Chairperson and the Board Vice Chairperson, no Director who serves on the Administration Committee shall be eligible to serve concurrently on the Operations Committee. In the absence of the Board Vice-Chairperson, his or her Alternate Director may attend meetings of the Operations Committee.

The Operations Committee shall meet on the first Wednesday of each month at 5:00 p.m., or at the call of its Chairperson.

(d) Legislative and Public Affairs Committee: There shall be a permanent Committee designated as the Legislative and Public Affairs (LaPA) Committee.

The Committee shall review issues pertaining to the impact on OCSD of legislative and regulatory proposals and submit appropriate recommendations on the matters.

The Committee shall also be responsible for overseeing the contractual arrangements with the Sanitation District's legislative advocates to provide advocacy services in Sacramento and Washington, D.C. In carrying out its responsibilities, the Committee shall receive regular status reports from the advocates and staff and monitor and recommend positions on legislative and regulatory proposals.

The Committee shall also review issues pertaining to the Sanitation District's public outreach, branding, and communications activities, evaluate alternatives and make recommendations to the Board of Directors.

The Chairperson of the Board of Directors shall appoint a Committee Chairperson and a Committee Vice Chairperson to the LaPA committee. The Committee Chairperson and Vice Chairperson shall serve at the pleasure of the Chairperson of the Board of Directors.

The LaPA Committee shall consist of seven members, as follows:

- (1) The Chairperson of the Board of Directors
- (2) The Vice Chairperson of the Board of Directors
- (3) The Committee Chairperson of the LaPA Committee
- (4) The Committee Vice Chairperson of the LaPA committee
- (5) Three (3) additional Directors appointed by the Chairperson of the Board of Directors

The LaPA Committee shall meet on the second Monday of the months of February, March, May, September, and November at 12:00 p.m. and the months of April and July at 3:30 p.m. or at the call of its Chairperson."

(2) Special and Ad Hoc Committees. In addition to the Standing Committees, the Chairperson of the Board of Directors, the Chairperson of a Standing Committee or a majority of the Directors, may appoint from time to time, Special or Ad Hoc Committees to study and report on specific matters. Such Committees shall be temporary in nature, and their assignments shall pertain to a current, specific issue. Upon completion of the assigned task, the Ad Hoc or Special Committee will be dissolved.

The Chairperson and Vice Chairperson of Special and Ad Hoc Committees shall be appointed by the Chairperson of the appointing authority.

Each Special and Ad Hoc Committee shall meet at the call of its Chairperson.

M. Alternate Directors: If a regular Director cannot attend a meeting of the Operations Committee, the Administration Committee or the full Board of Directors, the Director's alternate may attend in place of his or her regular Director. An alternate Director may not, however, attend a meeting of any other Committee in the absence of his or her regular Director. If the regular Director and the Alternate Director are both unable to attend the meeting, the regular Director may request that the meeting be teleconferenced. The request may be approved, at the Board Chairperson's discretion, provided that all requirements of the Ralph M. Brown Act (California Government Code Sections 54950 et seq.) are able to be satisfied.

N. Motion to Refer to a Standing Committee. Any Director at a Board or Committee meeting may move to have a policy or any other activity affecting the Sanitation District, or any one of the member Agencies, referred to a Standing Committee for study and report. This motion shall be a privileged motion, and when duly seconded, discussion thereof shall be limited to Directors only. Said motion shall receive an affirmative vote of a majority of the Directors for adoption.

O. All meetings of the Board of Directors shall be publicly available and recorded. The audio/video recording of any open and public meeting shall be subject to inspection pursuant to the California Public Records Act.

Section 2: Procedure for Consideration of Demands for Corrective Action.

A. Requirement of Written Demand. Prior to any person commencing a judicial action for injunction or mandamus to declare any action taken by the Board void because of failure to observe Brown Act requirements, such person must first serve upon the Clerk of the Board a written demand describing the alleged violation and demanding corrective action. Such demand must be served upon the Clerk of the Board within thirty (30) days of the complained of action. Failure to serve any such demand within this thirty (30) day period shall result in the loss of any right to challenge any action to have been taken in violation of Sections 54953, 54954.2 or 54956 of the California Government Code.

B. Consideration of Corrective Action. Upon receipt of such a demand, consideration of the demand shall immediately be placed on the Agenda for the next meeting of the Board of Directors. If the demand is received less than seventy-two (72) hours prior to the time set for the next meeting, the Board may determine that the notice constitutes the initiation of litigation, and that the need to take action on the threatened litigation arose subsequent to the posting of the Agenda and may consider it at that meeting pursuant to Section 1(J) above. A description of any item so placed on the Agenda shall include both consideration of the demand, and the possibility of corrective action, by the Board.

In considering such demands, the Board shall first determine, by motion, whether corrective action should be taken. If no motion to take corrective action is carried,

the Clerk of the Board shall inform the demanding party in writing of the Board's decision not to cure or correct the challenged action.

C. Implementing Corrective Action. If a motion to take corrective action passes, the Chairperson may entertain a motion implementing corrective action. Any motion implementing corrective action shall address the concerns raised in the consideration of corrective action. The motion implementing corrective action may include a motion to rescind prior action taken, as appropriate. Passage of a motion to rescind invalidates prior action only as of the time of the passage of the motion, and not from the date of the initial action. A motion implementing corrective action resulting from a written demand is out-of-order if the action complained of (a) was in connection with the sale or issuance of notes, bonds or other evidences of indebtedness, or any contract, agreement or incident thereto; or (b) gave rise to a contractual obligation upon which a party has, in good faith, detrimentally relied. In any event, the Board shall notify the party making the demand in writing of its decision to take corrective action and shall describe any corrective action taken. This notice shall be given to the demanding party as soon as possible after the meeting, but in no event more than thirty (30) days after receipt of the demand.

Section 4: Resolution No. OCSD 19-19 is hereby repealed.

Section 5: This Resolution shall become effective immediately.

PASSED AND ADOPTED at a regular meeting of the Board of Directors held January 27, 2021.

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David John Shawver  
Board Chairman

ATTEST:

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Kelly A. Lore, MMC  
Clerk of the Board

APPROVED AS TO FORM:

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Bradley R. Hogin  
General Counsel

STATE OF CALIFORNIA )  
 )            ss  
COUNTY OF ORANGE )

I, Kelly A. Lore, Clerk of the Board of Directors of the Orange County Sanitation District, do hereby certify that the foregoing Resolution No. OC SAN 21-XX was passed and adopted at a regular meeting of said Board on the 27<sup>th</sup> day of January, 2021, by the following vote, to wit:

**AYES:**  
**NOES:**  
**ABSTENTIONS:**  
**ABSENT:**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of Orange County Sanitation District this 27<sup>th</sup> day of January 2021.

---

Kelly A. Lore, MMC  
Clerk of the Board of Directors  
Orange County Sanitation District



**TABLE 1**

**BOARD PROCEDURES AND ORGANIZATION  
SUMMARY OF MOTIONS**

**A. PRIVILEGED MOTIONS**

<i><b>Kind of Motion</b></i>	<i><b>Second Required</b></i>	<i><b>Debatable</b></i>	<i><b>Amendable</b></i>	<i><b>Vote Required</b></i>	<i><b>Purpose</b></i>
Adjourn	Yes	No	No	Majority	To end the meeting
To Take a Recess	Yes	No	No	Majority	To interrupt a meeting for a short time or to provide an intermission
Raise a Question of Privilege	No	No	No	None	To obtain action immediately in an emergency

**B. MAIN MOTION AND RELATED  
SUBSIDIARY MOTIONS**

<i><b>Kind of Motion</b></i>	<i><b>Second Required</b></i>	<i><b>Debatable</b></i>	<i><b>Amendable</b></i>	<i><b>Vote Required</b></i>	<i><b>Purpose</b></i>
Main Motion	Yes	Yes	Yes	Majority	To introduce new business
Amend Main Motion	Yes	Yes	Yes	Majority	To modify or alter a motion
Substitute Motion	Yes	Yes	Yes	Majority	To replace the main motion entirely

Previous Question	Yes	No	No	Majority	To close debate on the main or amended motion immediately
Continue to a Certain Time	Yes	Yes	Yes	Majority	To defer action
To Table	Yes	No	No	Majority	To discontinue consideration until brought back by vote of the Board
Take a Motion from the Table	Yes	No	No	Majority	To bring before the group a motion previously tabled
Limit or Extend Limits of Debate	Yes	No	Yes	Majority	To limit or extend limits of debate
Refer to a Committee	Yes	Yes	Yes	Majority	To place business in hands of a Committee
Withdraw a Motion	No	No	No	None	To withdraw a motion before it is voted on
Reconsider	Yes	Yes	No	Majority must be by a Director who voted for the prevailing side on the original motion	To secure a new vote on a motion previously voted upon

**C. INCIDENTAL RULES  
NON-RANKING**

<i>Kind of Motion</i>	<i>Second Required</i>	<i>Debatable</i>	<i>Amendable</i>	<i>Vote Required</i>	<i>Purpose</i>
Request to Suspend the Rules	Yes	No	No	Two-Thirds	To facilitate business ordinarily contrary to the rules of the organization
Override Order of the Chair	Yes	No	No	Majority	To have Board majority rule on the order
Point of Order	No	No	No	None	To enforce the rules of the organization

DRAFT

RESOLUTION NO. OC SAN 21-XX

A RESOLUTION OF THE BOARD OF DIRECTORS OF  
ORANGE COUNTY SANITATION DISTRICT  
ESTABLISHING BOARD OF DIRECTORS PROTOCOLS

WHEREAS it is desired to establish Protocols for the Orange County Sanitation District Board of Directors.

NOW THEREFORE, the Board of Directors of the Orange County Sanitation District DOES HEREBY RESOLVE, DETERMINE AND ORDER:

Section 1: Protocols. That the following Protocols be adopted for the Orange County Sanitation District (Sanitation District) Board of Directors:

**1. PURPOSE**

The purpose for establishing Sanitation District Board of Directors (Director) Protocols are to provide an effective environment for the Board of Directors to provide strong leadership.

The Protocols set forth herein are not intended to limit the inherent power and general legal authority of the Board of Directors.

**2. BOARD ORGANIZATION**

Newly-elected Directors will be sworn into office by the Clerk of the Board prior to the first regular Board of Directors/Committee meeting attended following their agency's appointment. Immediately upon appointment, all members are subject to the provisions of the Brown Act. Newly appointed members shall not be allowed to participate in any meeting prior to being sworn in.

**3. MISCELLANEOUS PROCEDURES**

**3.1 BOARD INTERACTION WITH OTHER PUBLIC AGENCIES**

3.1.1 If a Director appears before another governmental agency or organization representing the Sanitation District, the Director should support and advocate the official Sanitation District position on an issue, not a personal viewpoint. If the Director is representing another organization whose position is different from the Sanitation District, the Director should

withdraw from voting on the issue if it significantly impacts or is detrimental to the Sanitation District's interests.

3.1.2 Directors should be clear about which organizations they represent and inform the Board Chairperson and the Board of Directors of their involvement.

### **3.2 BOARD INTERACTION WITH SANITATION DISTRICT STAFF**

#### **3.2.1 Requests for Staff Inquiry/Assistance**

3.2.1.1 Questions for clarification, or to request additional information regarding an agenda item, should be directed to the Department Head, Assistant General Manager, or General Manager with a copy to the Clerk of the Board.

3.2.1.2 Directors should not direct Sanitation District staff to initiate any action, change a course of action, or any report that is significant in nature, nor should a Director initiate any project or study without the approval of a majority of the Steering Committee.

3.2.1.3 Requests to directly contact Sanitation District or Agency consultants, contractors, or outside legal counsel requesting information, research, or service should be directed to the General Manager.

### **3.3 UNDUE INFLUENCE ON SANITATION DISTRICT STAFF**

3.3.1 Directors shall not attempt to influence the Sanitation District staff in the awarding of contracts, the selection of consultants, and the processing of permits during the solicitation process or prior to recommendation to the Board of Directors.

3.3.2 Sanitation District staff may support political candidates, but all such activities must be conducted away from the workplace. Directors should not solicit any type of political support (financial contributions, display of posters or lawn signs, name on support lists, etc.) from Sanitation District staff.

### **3.4 COMPLAINTS REGARDING PERFORMANCE OF STAFF**

Any concerns by a member of the Board of Directors over the behavior or performance of a Sanitation District employee should be directed to the General Manager privately for discretion and to ensure the concern is resolved.

### **3.5 USE OF BOARD ROOM**

The Clerk of the Board is responsible for maintaining a calendar on the use of the Board Room. Use of the Board Room by the Sanitation District Board of Directors, Committees, and other advisory bodies shall take precedence over any other group or agency. Favorable consideration shall be given to other governmental agencies, tours, and non-profit groups. No events of a commercial nature shall be allowed. No admission shall be charged. Regularly scheduled meetings by other agencies and groups shall be discouraged. When a question arises regarding permission for any group to use the facility, the Administration Manager or their designee shall have authority to make the final decision.

## **4. COMMUNICATIONS**

### **4.1 PROCESSING OF MAIL**

The Clerk of the Board shall open and date stamp all mail addressed to the Board of Directors. Such mail shall be electronically distributed by the Clerk of the Board to the Board Chairperson and subsequently to each Director. Correspondence addressed to the Board Chairperson which requires a response from staff shall be copied to all Directors.

### **4.2 COMPLAINT PROCESS**

All complaints directed to the Board Chairperson or the Board of Directors shall be forwarded to the General Manager and the Clerk of the Board for tracking purposes. The General Manager and Board Chairperson shall provide direction for responding to the complaint and the Clerk of the Board will coordinate the response.

### **4.3 GENERAL BOARD COMMUNICATION**

Directors should be aware that the insecurity of written notes, voicemail messages, and email and text/instant messaging technology allow words written or said to be distributed without

approval. All such correspondence should be treated as potentially “public” communication subject to inspection pursuant to the California Public Records Act.

#### **4.4 REPRESENTATION AT CEREMONIAL FUNCTIONS**

The Board Chairperson shall represent the Board of Directors at ceremonial functions. Should an individual Director, other than the Board Chairperson, be asked to make a ceremonial presentation or to attend an event on behalf of the Board, the Director should redirect the request to the Board Chairperson. The Board Chairperson may, at their own discretion, ask another Director to represent the Sanitation District at the function.

The Clerk of the Board maintains guidelines for issuing resolutions or certificates of commendation; congratulations, recognition, and condolences to be presented at meetings and ceremonial functions. Upon a request for acknowledgement, the Board Chairperson and the General Manager will determine if approval should be granted and notify the Clerk of the Board to proceed.

#### **4.4 RESPONDING TO MEDIA INQUIRIES**

The General Manager and the Sanitation District’s Administration Manager are the official spokespersons for the Sanitation District's position on routine and high-profile issues.

For purposes of consistency, if an individual Director is contacted by the media directly, the Director should notify and refer the media to the General Manager or Sanitation District’s Administration Manager prior to responding directly.

Section 2: This Resolution shall become effective immediately.

PASSED AND ADOPTED at a regular meeting of the Orange County Sanitation District Board of Directors held January 27, 2021.

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David John Shawver  
Board Chairman

ATTEST:

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Kelly A. Lore, MMC  
Clerk of the Board

APPROVED AS TO FORM:

---

Bradley R. Hogin  
General Counsel

DRAFT



STATE OF CALIFORNIA )  
 ) ss  
COUNTY OF ORANGE )

I, Kelly A. Lore, Clerk of the Board of Directors of the Orange County Sanitation District, do hereby certify that the foregoing Resolution No. OC SAN 21-XX was passed and adopted at a regular meeting of said Board on the 27<sup>th</sup> day of January 2021, by the following vote, to wit:

**AYES:**  
**NOES:**  
**ABSTENTIONS:**  
**ABSENT:**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of Orange County Sanitation District this 27<sup>th</sup> day of January 2021.

---

Kelly A. Lore, MMC  
Clerk of the Board of Directors  
Orange County Sanitation District



STEERING COMMITTEE

Agenda Report

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**File #:** 2020-1389

**Agenda Date:** 1/27/2021

**Agenda Item No:** CS-1

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**FROM:** James D. Herberg, General Manager

**SUBJECT:**

**PUBLIC EMPLOYEE PERFORMANCE EVALUATION 54957(B)(1)**

RECOMMENDATION: Convene in Closed Session:

Public Employee Performance Evaluation

Number of Employees: 1

- General Counsel

**BACKGROUND**

During the course of conducting the business set forth on this agenda as a regular meeting of the Board, the Chairperson may convene the Board in closed session to consider matters of pending real estate negotiations, pending or potential litigation, or personnel matters.

Reports relating to (a) purchase and sale of real property; (b) matters of pending or potential litigation; (c) employment actions or negotiations with employee representatives; or which are exempt from public disclosure under the California Public Records Act, may be reviewed by the Board during a permitted closed session and are not available for public inspection. At such time the Board takes final action on any of these subjects, the minutes will reflect all required disclosures of information.

**RELEVANT STANDARDS**

- Government Code Sections 54956.8, 54956.9, 54957, or 54957.6, as noted

**ATTACHMENT**

*The following attachment(s) may be viewed on-line at the OC San website ([www.ocsan.gov](http://www.ocsan.gov)) with the complete agenda package:*

- Memorandum from General Counsel

**MEMORANDUM**

TO: Hon. Chair and Members of the Orange County Sanitation District Steering Committee

FROM: Bradley R. Hogin, Esq.  
General Counsel

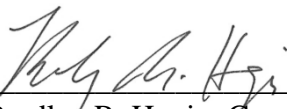
DATE: January 20, 2021

RE: Closed Session Items

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The Steering Committee desires to hold a closed session on January 27, 2021 for the purpose of conferring for the evaluation of the District's General Counsel. Said closed session will be held pursuant to authority of California Government Code Section 54957(b)(1).

Respectfully submitted,

By:   
Bradley R. Hogin, General Counsel

## ORANGE COUNTY SANITATION DISTRICT COMMON ACRONYMS

<b>ACWA</b>	Association of California Water Agencies	<b>LOS</b>	Level Of Service	<b>RFP</b>	Request For Proposal
<b>APWA</b>	American Public Works Association	<b>MGD</b>	Million Gallons Per Day	<b>RWQCB</b>	Regional Water Quality Control Board
<b>AQMD</b>	Air Quality Management District	<b>MOU</b>	Memorandum of Understanding	<b>SARFPA</b>	Santa Ana River Flood Protection Agency
<b>ASCE</b>	American Society of Civil Engineers	<b>NACWA</b>	National Association of Clean Water Agencies	<b>SARI</b>	Santa Ana River Interceptor
<b>BOD</b>	Biochemical Oxygen Demand	<b>NEPA</b>	National Environmental Policy Act	<b>SARWQCB</b>	Santa Ana Regional Water Quality Control Board
<b>CARB</b>	California Air Resources Board	<b>NGOs</b>	Non-Governmental Organizations	<b>SAWPA</b>	Santa Ana Watershed Project Authority
<b>CASA</b>	California Association of Sanitation Agencies	<b>NPDES</b>	National Pollutant Discharge Elimination System	<b>SCADA</b>	Supervisory Control And Data Acquisition
<b>CCTV</b>	Closed Circuit Television	<b>NWRI</b>	National Water Research Institute	<b>SCAP</b>	Southern California Alliance of Publicly Owned Treatment Works
<b>CEQA</b>	California Environmental Quality Act	<b>O &amp; M</b>	Operations & Maintenance	<b>SCAQMD</b>	South Coast Air Quality Management District
<b>CIP</b>	Capital Improvement Program	<b>OCCOG</b>	Orange County Council of Governments	<b>SOCWA</b>	South Orange County Wastewater Authority
<b>CRWQCB</b>	California Regional Water Quality Control Board	<b>OCHCA</b>	Orange County Health Care Agency	<b>SRF</b>	Clean Water State Revolving Fund
<b>CWA</b>	Clean Water Act	<b>OCSD</b>	Orange County Sanitation District	<b>SSMP</b>	Sewer System Management Plan
<b>CWEA</b>	California Water Environment Association	<b>OCWD</b>	Orange County Water District	<b>SSO</b>	Sanitary Sewer Overflow
<b>EIR</b>	Environmental Impact Report	<b>OOBS</b>	Ocean Outfall Booster Station	<b>SWRCB</b>	State Water Resources Control Board
<b>EMT</b>	Executive Management Team	<b>OSHA</b>	Occupational Safety and Health Administration	<b>TDS</b>	Total Dissolved Solids
<b>EPA</b>	US Environmental Protection Agency	<b>PCSA</b>	Professional Consultant/Construction Services Agreement	<b>TMDL</b>	Total Maximum Daily Load
<b>FOG</b>	Fats, Oils, and Grease	<b>PDSA</b>	Professional Design Services Agreement	<b>TSS</b>	Total Suspended Solids
<b>gpd</b>	gallons per day	<b>PFAS</b>	Per- and Polyfluoroalkyl Substances	<b>WDR</b>	Waste Discharge Requirements
<b>GWRS</b>	Groundwater Replenishment System	<b>PFOA</b>	Perfluorooctanoic Acid	<b>WEF</b>	Water Environment Federation
<b>ICS</b>	Incident Command System	<b>PFOS</b>	Perfluorooctanesulfonic Acid	<b>WERF</b>	Water Environment & Reuse Foundation
<b>IERP</b>	Integrated Emergency Response Plan	<b>POTW</b>	Publicly Owned Treatment Works	<b>WIFIA</b>	Water Infrastructure Finance and Innovation Act
<b>JPA</b>	Joint Powers Authority	<b>ppm</b>	parts per million	<b>WIIN</b>	Water Infrastructure Improvements for the Nation Act
<b>LAFCO</b>	Local Agency Formation Commission	<b>PSA</b>	Professional Services Agreement	<b>WRDA</b>	Water Resources Development Act

## ORANGE COUNTY SANITATION DISTRICT GLOSSARY OF TERMS

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**ACTIVATED SLUDGE PROCESS** – A secondary biological wastewater treatment process where bacteria reproduce at a high rate with the introduction of excess air or oxygen and consume dissolved nutrients in the wastewater.

**BENTHOS** – The community of organisms, such as sea stars, worms, and shrimp, which live on, in, or near the seabed, also known as the benthic zone.

**BIOCHEMICAL OXYGEN DEMAND (BOD)** – The amount of oxygen used when organic matter undergoes decomposition by microorganisms. Testing for BOD is done to assess the amount of organic matter in water.

**BIOGAS** – A gas that is produced by the action of anaerobic bacteria on organic waste matter in a digester tank that can be used as a fuel.

**BIOSOLIDS** – Biosolids are nutrient rich organic and highly treated solid materials produced by the wastewater treatment process. This high-quality product can be recycled as a soil amendment on farmland or further processed as an earth-like product for commercial and home gardens to improve and maintain fertile soil and stimulate plant growth.

**CAPITAL IMPROVEMENT PROGRAM (CIP)** – Projects for repair, rehabilitation, and replacement of assets. Also includes treatment improvements, additional capacity, and projects for the support facilities.

**COLIFORM BACTERIA** – A group of bacteria found in the intestines of humans and other animals, but also occasionally found elsewhere, used as indicators of sewage pollution. E. coli are the most common bacteria in wastewater.

**COLLECTIONS SYSTEM** – In wastewater, it is the system of typically underground pipes that receive and convey sanitary wastewater or storm water.

**CERTIFICATE OF PARTICIPATION (COP)** – A type of financing where an investor purchases a share of the lease revenues of a program rather than the bond being secured by those revenues.

**CONTAMINANTS OF POTENTIAL CONCERN (CPC)** – Pharmaceuticals, hormones, and other organic wastewater contaminants.

**DILUTION TO THRESHOLD (D/T)** – The dilution at which the majority of people detect the odor becomes the D/T for that air sample.

**GREENHOUSE GASES (GHG)** – In the order of relative abundance water vapor, carbon dioxide, methane, nitrous oxide, and ozone gases that are considered the cause of global warming (“greenhouse effect”).

**GROUNDWATER REPLENISHMENT SYSTEM (GWRS)** – A joint water reclamation project that proactively responds to Southern California’s current and future water needs. This joint project between the Orange County Water District and OCSD provides 70 million gallons per day of drinking quality water to replenish the local groundwater supply.

**LEVEL OF SERVICE (LOS)** – Goals to support environmental and public expectations for performance.

**N-NITROSODIMETHYLAMINE (NDMA)** – A N-nitrosamine suspected cancer-causing agent. It has been found in the GWRS process and is eliminated using hydrogen peroxide with extra ultra-violet treatment.

**NATIONAL BIOSOLIDS PARTNERSHIP (NBP)** – An alliance of the NACWA and WEF, with advisory support from the EPA. NBP is committed to developing and advancing environmentally sound and sustainable biosolids management practices that go beyond regulatory compliance and promote public participation to enhance the credibility of local agency biosolids programs and improved communications that lead to public acceptance.

**PER- AND POLYFLUOROALKYL SUBSTANCES (PFAS)** – A large group (over 6,000) of human-made compounds that are resistant to heat, water, and oil and used for a variety of applications including firefighting foam, stain and water-resistant clothing, cosmetics, and food packaging. Two PFAS compounds, perfluorooctanesulfonic acid (PFOS) and perfluorooctanoic acid (PFOA) have been the focus of increasing regulatory scrutiny in drinking water and may result in adverse health effects including developmental effects to fetuses during pregnancy, cancer, liver damage, immunosuppression, thyroid effects, and other effects.

**PERFLUOROCTANOIC ACID (PFOA)** – An ingredient for several industrial applications including carpeting, upholstery, apparel, floor wax, textiles, sealants, food packaging, and cookware (Teflon).

**PERFLUOROCTANESULFONIC ACID (PFOS)** – A key ingredient in Scotchgard, a fabric protector made by 3M, and used in numerous stain repellents.

**PLUME** – A visible or measurable concentration of discharge from a stationary source or fixed facility.

**PUBLICLY OWNED TREATMENT WORKS (POTW)** – A municipal wastewater treatment plant.

**SANTA ANA RIVER INTERCEPTOR (SARI) LINE** – A regional brine line designed to convey 30 million gallons per day of non-reclaimable wastewater from the upper Santa Ana River basin to the ocean for disposal, after treatment.

**SANITARY SEWER** – Separate sewer systems specifically for the carrying of domestic and industrial wastewater.

**SOUTH COAST AIR QUALITY MANAGEMENT DISTRICT (SCAQMD)** – Regional regulatory agency that develops plans and regulations designed to achieve public health standards by reducing emissions from business and industry.

**SECONDARY TREATMENT** – Biological wastewater treatment, particularly the activated sludge process, where bacteria and other microorganisms consume dissolved nutrients in wastewater.

**SLUDGE** – Untreated solid material created by the treatment of wastewater.

**TOTAL SUSPENDED SOLIDS (TSS)** – The amount of solids floating and in suspension in wastewater.

## **ORANGE COUNTY SANITATION DISTRICT GLOSSARY OF TERMS**

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**TRICKLING FILTER** – A biological secondary treatment process in which bacteria and other microorganisms, growing as slime on the surface of rocks or plastic media, consume nutrients in wastewater as it trickles over them.

**URBAN RUNOFF** – Water from city streets and domestic properties that carry pollutants into the storm drains, rivers, lakes, and oceans.

**WASTEWATER** – Any water that enters the sanitary sewer.

**WATERSHED** – A land area from which water drains to a particular water body. OCSD's service area is in the Santa Ana River Watershed.