**Central Valley Flood Protection Board**

**Draft Governance Principles for the Board and Board members.**

**May 5, 2013**

In the following draft governance principles, the following definitions apply:

* “The Flood Protection Board” is the entire organization, known formally as the Central Valley Flood Protection Board. *Note: An alternative proposal is to call the entire organization the “Flood Board organization.”*
* “The Board” is the governing entity of the Central Valley Flood Protection Board, comprised of 7 voting and 2 non-voting members. *Note: An alternative proposal is to call the governing body the “Flood Protection Board.”*

1. The purpose of these principles is to assure effective governance and communication among the Board, Board members, and Flood Protection Board staff.
2. All Board and Board member communication should be consistent with all applicable laws and regulations. It is the responsibility of Board members to know and understand these laws and regulations, including rules concerning ex parte communications.
3. Only decisions made by the Board by a vote of Board members are binding on the Flood Protection Board staff. No individual Board member has that authority.
4. The Board may delegate to the Board president or another Board member or a Board committee a specific piece of its authority, but must do so explicitly, in writing, and with the agreement of the other Board members.
5. The Board may delegate to the executive officer a specific piece of its authority, but must do so explicitly, in writing, and with the agreement of the other Board members. Once delegated, Board members and the Board should carefully refrain from usurping the delegation of authority to the executive officer.
6. The Board establishes the goals, priorities, expectations, and organizational structure of the Flood Protection Board and communicates them in writing to the executive officer.
7. The Board regularly evaluates the Flood Protection Board’s performance through its executive officer in achieving the goals, priorities and expectations, using objective data to do so.
8. As the governing body of the Flood Protection Board, the Board regularly evaluates its performance in upholding its policies and governing principles.
9. The Board can only direct the executive officer or the person who is acting in that capacity. It cannot direct another person in the organization (i.e. no “skip management”).
10. A Board member may attend a meeting representing the Board and the Flood Protection Board, but in that capacity he or she may not speak for the Board or the Flood Protection Board other than to reinforce existing Flood Protection Board decisions and policies. Board members must inform the executive officer and other Board members when they speak in a public forum on a topic that relates to Board work.
11. A Board member is an ambassador for the Flood Protection Board and, in that capacity, may provide counsel and advice on behalf of the Flood Protection Board, such as a) advising the Board, b) advising the staff of the Flood Protection Board, or c) advising outside parties. When providing counsel to staff or outside parties, a Board member must a) refrain from appearing to give direction and b) must inform the executive officer and/or Board chair.

Parking Lot *(areas of other potential principles)*

* DWR relationship
* Board – chief engineer relationship
* Role of president and secretary