



DECISION PAPER

December 30, 2020

TITLE:

Revised Draft of Director Code of Conduct

RECOMMENDATION:

By Motion:

Staff is not requesting a motion by the Board at today's meeting. Staff requests the Board to provide comments and edits to this version with anticipation of approving the Code of Conduct at a future Board meeting.

The adoption of a revised Director Code of Conduct is not time sensitive but should be reviewed with a goal of adopting a final revised Code of Conduct before the June director election cycle.

BACKGROUND and ANALYSIS:

The existing Code of Conduct and Ethics adopted by TDA Corporate Resolution 2018-1 is a generic Code of Conduct that should be revised in order to (i) integrate the Corporate Resolution 2020-3, which addresses Governance Guidelines, (ii) clarify expected ethical conduct of TDA Directors, and (iii) provide for practical enforcement mechanisms.

The existing Code of Conduct includes an ill-defined and complicated enforcement mechanism for enforcement in the event of a violation of expected conduct standards by a Director. For example, prior to taking any action the Board must "... appoint an executive committee to investigate the violation." The executive committee and its make up is not defined. Once appointed, this undefined committee is to "... review the evidence of violation, endeavor to meet with the director believed to be in violation, confer with the association's legal counsel, and present its findings and recommendations to the board for appropriate action." After the committee completes that process, the "...board shall endeavor to meet with the director in executive session prior to imposing disciplinary action against that person." The revised Code of Conduct provides for a more practical and effective enforcement mechanism, which recognizes the right of an accused director to be heard.

The revisions are also intended to address issues that arose during the 2020 election when sitting directors became involved with endorsing or advocating points of view on the election. Items related to the Election have been moved to the Fair Campaign Guidelines.

OUTREACH:

Adopting a revised Code of Conduct does not require a member comment period, and outreach and education of members will continue during the process.



FISCAL IMPACT:

N/A

ALTERNATIVE:

1. Maintain the current Code of Conduct and Ethics,
2. Provide additional direction to staff on specific changes to the proposed draft of Director Code of Conduct

ATTACHMENTS:

- 1) Revised Code of Conduct.
- 2) Redline of draft Code of Conduct.

Prepared by: **Robin Bennett, Executive Project Manager/Asst. to GM 12/30/2020**

Reviewed by: David Mickaelian, General Manager

Board Meeting Date: 1/8/2021

General Manager Approval to Place on the Agenda: _____

