



# BOARD GOVERNANCE PRINCIPLES

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Santa Clara Valley Open Space Authority  
Approved by the Board of Directors on  
December 14, 2023



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# About the Santa Clara Valley Open Space Authority

## Mission and Vision

The Open Space Authority conserves the natural environment, supports agriculture, and connects people to nature, by protecting open spaces, natural areas, and working farms and ranches for future generations.

We envision the Santa Clara Valley and its surrounding hillsides as a beautiful place where a vibrant network of interconnected open spaces, trail, wildlife habitats and thriving agricultural lands enrich the region's cities, making our Valley an exceptional and healthy place to live, work, learn and play.



*In our vision of the Santa Clara Valley:*

- A well-managed network of open spaces, farms and ranches sustains our natural heritage and provides resilience to a changing environment.
- All members of our community are aware of the values of nature and have convenient access to local recreational and environmental education opportunities.
- Our drinking water is safeguarded by protecting our local creeks and watersheds, from their headwaters in the surrounding hills to the Bay.
- Community investment in nature--and the essential benefits that nature provides--sustains and enhances a healthy environment and economy.
- The rich heritage of the Valley's agriculture is thriving, with locally grown foods contributing to healthy communities and creating a sense of place and pride in our region.
- The Open Space Authority contributes to the region's quality of life by building and sustaining public and private partnerships in all our communities.

# A Call to Service

**To serve on the Santa Clara Valley Open Space Authority Board of Directors means:**

- ❖ Supporting the Mission and Vision of the Agency.
- ❖ Practicing good governance principles.
- ❖ Partnering with the General Manager to ensure effective governance of the Authority.
- ❖ Ensuring high ethical standards and legal obligations are met.
- ❖ Advancing Diversity, Equity, and Inclusion in achieving the Agency's Mission.
- ❖ Ensuring appropriate organizational management and leadership.
- ❖ Ensuring the agency has adequate financial resources and that funds are responsibly spent and invested.
- ❖ Being a respected ambassador for the Authority and advancing the agency's culture as an engaged, respectful, and collaborative Board member.
- ❖ Being informed about the work of the Authority
- ❖ Understanding and staying abreast of the legal obligations of being an Authority Board member.
- ❖ Attending, preparing for and actively participating in Board and Committee meetings
- ❖ Actively engaging with and representing the Authority to your district and community and participating in and communicating about agency events
- ❖ Engaging in the development of annual work plans and budget and the ongoing evaluation and performance of the agency.
- ❖ Engaging in respectful communications with Board members and staff, being open to diverse viewpoints and perspectives, engaging in respectful listening, dialogue and deliberation with fellow Board members, staff and the public.
- ❖ Assuming leadership roles and actively participating in internal and external Board Committees.
- ❖ Assisting with onboarding new Board members when vacancies are filled through either direct appointment or election.
- ❖ Supporting and engaging with Board appointees to the Citizens' Advisory Committee.





## Preamble

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The legal responsibilities of the Santa Clara Valley Open Space Authority Board of Directors are set forth by applicable state and federal laws.

These governance principles establish a higher standard of conduct, which the Board of Directors pledge to hold themselves and the other Board Members responsible for observing.

These are passed under the assumption that the Board of Directors, through trainings, are aware of their legal and ethical responsibilities as elected officials.

# Transparency

The Open Space Authority is committed to providing open, transparent, and accountable government. Transparency promotes accountability and provides information for citizens about what their government is doing. Open and transparent government requires that the business of the Authority be open to public review. The Open Space Authority achieves transparency by communicating with members of the community and encouraging participation in decision-making processes.

The Board and Staff of the Authority will work together with the community to ensure the public trust and establish a system of transparency, public participation, and collaboration. Openness will strengthen our agency and promote efficiency and effectiveness in its operations.

**Government should be transparent.** Transparency promotes accountability and provides information for citizens about what the Open Space Authority is doing. This agency, Board and Staff, is committed to providing information rapidly in forms that can be readily accessed. Staff has been directed to harness new technologies to make information readily available to the public.

**Government should be participatory and collaborative.** Collaboration actively engages the members of our community in the work of this agency. Staff should use innovative tools, methods, and systems to cooperate among themselves, and with other agencies, nonprofit organizations, businesses, and individuals. This agency is committed to soliciting and receiving public feedback to assess and improve their level of collaboration and to identify new opportunities for cooperation.





# Core Values

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We are entrusted to serve the public and are responsible for carrying out the mission of the Open Space Authority for the benefit of nature, wildlife and the community.

- Through policy and our personal actions, we are actively engaged in reducing our impact on the environment.
- We are committed to providing excellence in all that we do.
- We take pride in our work; we are accountable and entrusted to carry out our responsibilities safely with honesty and integrity.
- We have a passion for open space of all kinds; rural areas as well as urban.
- We believe that collaboration and sharing with agencies, organizations and businesses allows us to build a stronger network.
- We are committed to building a lasting legacy through our commitment to environmental education and stewardship of the land for future generations.
- We are committed to deliver fiscal responsibility, accountability and transparency.
- Open communication, cooperation, and teamwork are shared responsibilities and essential to the successful performance of our work.
- We are committed to creating an inclusive work environment which reflects and supports the diversity of our community and enriches our perspectives.
- A balance between work and family is essential to the quality of our lives, and we will promote a family-friendly work environment.



# Ethics & Accountability

The minimum standards of conduct and integrity by the Board of Directors are expressed in the following principles:

## **Personal Integrity**

We act with care and diligence and make decisions that are honest, fair, impartial, and timely, and consider all relevant information.

## **Relationships with others**

We treat people with respect, courtesy and sensitivity and recognize their interests, rights, safety and welfare.

## **Accountability**

We use the resources of the agency in a responsible and accountable manner that ensures the efficient, effective and appropriate use of human, natural, financial and physical resources, property and information.

The Board of Directors is responsible for the behavior and performance of Board members and the General Manager. The Board:

- ❖ May establish a code of ethics for the Board and General Manager, including policies related to conflict of interest, and sets the tone for organizational behavior.
- ❖ Hires the General Manager.
- ❖ Conducts annual evaluations of the General Manager's performance.
- ❖ Monitors financial and operational performance.

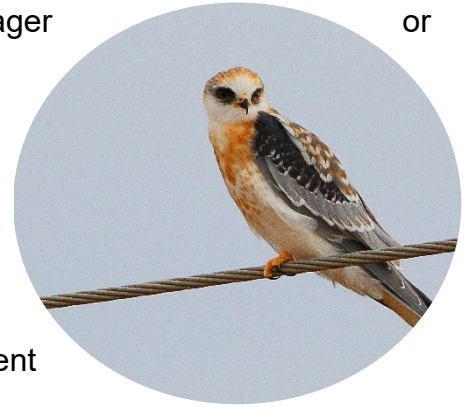
## **Code of Conduct**

The Board commits itself and its members to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

- ❖ Members will use the Authority's Mission and Vision as their guide when weighing out difficult decisions.
- ❖ Members must avoid financial conflicts of interest and should discharge their responsibilities with integrity and fidelity and are prohibited from placing themselves in a position where their personal financial interest may conflict with their official duties.



- ❖ Board members may not attempt to exercise individual authority over the organization.
- ❖ Board members' interaction with the General Manager with staff must recognize the lack of authority vested in individual members except when explicitly Board authorized. Board members shall refrain from abusive conduct, personal charges or verbal assaults upon the character or motives of other members of the Board, committees, commissions, staff and the public. Board members shall support a positive and constructive environment for Authority employees.
- ❖ Board Members' interaction with the public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
- ❖ No Board member shall contact staff on behalf of a party who is bidding or intends to bid on an Authority contract or who has or intends to submit a response to a request for proposals or request for qualifications. Nor shall a Director inquire about the identity of bidders or proposers prior to the time that staff has made a recommendation for selection of a contractor, vendor, or consultant. Members are not prohibited from making general inquiries about the status of a particular procurement, or from providing a member of the public with information about the appropriate staff contact concerning procurement of goods and services by the Authority.
- ❖ After issuance of a request for goods or services, Board members are prohibited from communicating with any current or potential vendor, supplier, contractor, or consultant, except as described in this paragraph, until after a decision on any protest relating to the request for goods or services or resultant contract award. Any communications during this period shall be limited to matters unrelated to the request for goods or services or the contract award. Whenever the member has communicated during the period with any current or potential vendor, supplier, contractor, or consultant in violation of these restrictions, the name of the party, the date, and the content of the communications shall be disclosed at the next board meeting after the communication and noted in the minutes.
- ❖ Board Members will respect the confidentiality appropriate to issues of a sensitive nature.
- ❖ No member shall violate the confidentiality of closed session discussion.



- ❖ Members will be properly prepared for Board deliberation.

Board members who do not adhere to this code of conduct may be subject to the procedures listed below.

- A conversation with the Chair of the Board (if the Chair is involved in the alleged violation, the conversation will be with the Vice Chair) to resolve the matter directly. The Chair (or Vice Chair if the alleged violation concerns the Chair) may consult Legal Counsel on any procedural or sensitive matters.

The Board may refer the matter to review by creation of an ad hoc committee of the Board to review the complaint. The ad hoc committee may consult Legal Counsel on any procedural or sensitive matters.

- If the ad hoc committee agrees there was no violation, the committee shall report their recommendation to the full board.
- If the ad hoc committee determines there is a violation, findings and recommendations from the ad hoc committee that are brought forward to the Board of Directors shall be considered in open session.

At the discretion of the Board of Directors, the following consequences may be imposed for violating the Code of Conduct or engaging in other misconduct. They include but are not limited to:

- Admonishment: A reproof or warning directed to a Board Member about a particular type of behavior.
- Censure: A formal statement or resolution by the Board of Directors officially reprimanding a Board member.

Censure should only be used in circumstances involving unethical or illegal behavior and not used as a tool to quell dissenting discussion or censure unpopular opinions.

# Committees

Advisory boards and committees may be created to serve at the pleasure of the Board.

Pursuant to the Santa Clara Valley Open Space Authority Enabling Act, the Board has established the Citizens' Advisory Committee, which brings respective expertise and community interest and helps produce a link between the agency, Board districts and the public through information sharing to the communities they represent. In keeping with the Board's broader focus, the Citizens' Advisory Committee will not direct the implementation of Authority programs and projects, other than to receive information and provide comment.



The Board may establish Standing Committees to serve in a capacity as defined by the Board and will be ongoing and unlimited in duration. Annually, the purpose of an established Standing Committee will be reviewed to determine its relevance.

The Board may also establish Ad hoc Committees to serve in a capacity as defined by the Board for a specified duration or deliverable.

Accordingly:

- ❖ When used, Board Advisory Committees, Standing Committees, and Board Ad hoc Committees will be assigned so as to reinforce the wholeness of the Board's job and so as to never interfere with delegation from the Board to the General Manager.
- ❖ Board Advisory Committees, Standing Committees, and Board Ad hoc Committees are established for a specific purpose as defined by the Board. The committees' purpose may also include a definition in authority and limitation in duration. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the General Manager.
- ❖ Board Advisory Committees, Standing Committees, and Board Ad hoc Committees will communicate directly with the Board and will not exercise authority over staff. Therefore, because the General Manager works for the full Board, he/she will not be required to obtain approval of a Board Advisory

Committee, Standing Committees, or Board Ad hoc Committee before an executive action.

- ❖ This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the General Manager
- ❖ Nominations to committees shall be made by the Chair subject to approval by the Board, and subject to annual review.

### **Board Committees:**

- ❖ A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

### **Board Members Representation on External Committees:**

- ❖ Board members serving on external committees or other governing bodies shall serve in the best interest of the Authority unless otherwise required by statute, ordinance, resolution, or other legislative action.
- ❖ Board members shall serve on appointed committees to maintain effective relationships.

### **Board Members Representation on Board Ad Hoc and Advisory Committees:**

- ❖ Absent extenuating circumstances, Board members who are not the appointed representatives to an Ad hoc committee shall not attend any open and noticed meeting of such committees.
- ❖ Board members may attend open and noticed meetings of the Board standing committees. However, when a majority of the Board is in attendance at such meetings, the members in attendance that are not on the standing committee may not discuss, among themselves, other than as part of the agendaized Board meeting, issues of a specific nature related to the subject matter jurisdiction of the Board.