



BOARD OF DIRECTORS MEETING

MINUTES

**CLOSED SESSION AND SPECIAL MEETING
WEDNESDAY, MARCH 16, 2022
11:00 AM**

(Paragraph numbers coincide with agenda item numbers)

1. CALL TO ORDER:

A Closed Session and Special Meeting of the Santa Clara Valley Water District (Valley Water) Board of Directors, conducted by Zoom Teleconference, was called to order in the Valley Water Headquarters Building Boardroom at 5700 Almaden Expressway, San Jose, California, at 11:00 a.m.

1.1. Roll Call.

Board members participating by teleconference were Barbara Keegan, Gary Kremen, Linda J. LeZotte, and John L. Varela, with Tony Estremera, Nai Hsueh, and Richard Santos being present in the Boardroom, constituting a quorum of the Board.

Staff in attendance was M. King, Clerk, Board of Directors. Staff participating by teleconference were R. Callender, Chief Executive Officer, C. Orellana, District Counsel, A. Baker, L. Bankosh, R. Blank, R. Chan, M. Cook, A. Fulcher, R. Gibson, C. Hakes, B. Hopper, C. Kwok-Smith, L. Orta, M. Richardson, D. Rocha, D. Taylor, S. Tippetts, and T. Yoke.

Chairperson Kremen declared time open for public comment on Closed Session Item 2.1. There was no one present who wished to speak.

Chairperson Kremen confirmed that the Board would adjourn to Closed Session for consideration of Item 2.1.

2. TIME CERTAIN:

11:00 AM

**2.1. CLOSED SESSION PUBLIC EMPLOYEE PERFORMANCE EVALUATION
Pursuant to Government Code Section 54957(b)(1) Titles: District Counsel**

Upon return to Open Session, the same Board members, and staff were present.

12:00 PM

2.2. District Counsel Report on Closed Session.

Mr. Carlos Orellana, District Counsel, reported that in regard to Item 2.1, the Board met in Closed Session with all members present, and took no reportable action.

2.3. Pledge of Allegiance/National Anthem.

Mr. Orellana led all present in reciting the Pledge of Allegiance.

2.4. Time Open for Public Comment on any Item not on the Agenda.

Chairperson Kremen declared time open for public comment on any item not on the agenda. There was no one present who wished to speak.

2.5. Consider Board Chairperson Gary Kremen's March 2, 2022, Statement and Determine Appropriate Board Action.

- Recommendation:
- A. Review Board Ethics and Conduct Ad Hoc Committee (Ethics & Conduct Committee) members, and appoint new member(s) as necessary;
 - B. Provide direction to Ethics & Conduct Committee as necessary to respond to Board Chairperson Gary Kremen's March 2, 2022, Statement, including, but not limited to:
 - i. Either (a) direct the Ethics & Conduct Committee to follow, to the extent practicable, the provisions of Board Governance Process (GP) 6.9-6.11; or (b) specify other procedures for the Ethics & Conduct Committee to follow; and
 - ii. Direct the Ethics & Conduct Committee to determine the appropriate scope of investigation(s), if any, arising out of, relating to, or connected with Chairperson Kremen's March 2, 2022, statement;
 - C. Determine a method and process to appoint an Interim Board Chairperson, if needed, including effective date and length of appointment; and
 - D. Determine if there is a need to revise Board Governance Process (GP)-5 - Chairperson's Role, to incorporate a process to expressly address a voluntary, temporary vacancy by a Board Chairperson or Vice Chairperson and, if so, give direction to staff for future Board consideration of proposed revisions.

Chairperson Kremen requested that the Board discuss Recommendations C and D first then Recommendations A and B.

Chairperson Kremen turned the meeting over to Vice Chair Varela to ensure that there was no conflict of interest.

Vice Chairperson Varela acknowledged receipt of, and read into the record, the attached comments from Mr. Doug Muirhead, Morgan Hill resident, identified as Handout 2.5-B; and Ms. Katja Irvin, Sierra Club, identified as Handout 2.5-C, respectively, herein. Copies of the Handouts were distributed to the Board and made available to the public.

Motion: Approve Recommendation C that Chairperson Kremen delegate his authority to Vice Chairperson Varela until such time as the investigation is complete.

Move to Approve: Barbara Keegan

Second: Linda J. LeZotte

Yeas: Tony Estremera, Nai Hsueh, Barbara Keegan, Gary Kremen, Linda J. LeZotte, Richard Santos, John L. Varela

Nays: None

Abstains: None

Recuses: None

Absent: None

Summary: 7 Yeas; 0 Nays; 0 Abstains; 0 Absent.

The remainder of the meeting was facilitated by Chair Pro Tem Varela.

With Respect to Recommendation D, the Board is to review Governance Policy GP-5 language at a future Board meeting once the investigation is complete.

Motion: That the Board approve Recommendation A and selected Directors Varela, Estremera, and Hsueh to serve on the Board Ethics and Conduct Ad Hoc Committee.

Move to Approve: Richard Santos

Second: Linda J. LeZotte

Yeas: Tony Estremera, Nai Hsueh, Barbara Keegan, Gary Kremen, Linda J. LeZotte, Richard Santos, John L. Varela

Nays: None

Abstains: None

Recuses: None

Absent: None

Summary: 7 Yeas; 0 Nays; 0 Abstains; 0 Absent.

With respect to Recommendation B, the Board directed the Board Ethics and Conduct Committee to determine an appropriate scope and timeline to complete the investigation of Chairperson Kremen's March 2, 2022 statement, the Sierra Club letter and staff statements, and report back to the full Board at a future meeting.

3. ADJOURN:

3.1. Clerk Review and Clarification of Board Requests.

None.

3.2. Adjourn to the 11:00 a.m. Closed Session and 1:00 p.m. Regular meeting on March 22, 2022.

Chairperson Pro Tem Varela adjourned the meeting, in acknowledgement of the Ukrainian conflict, at 12:45 p.m., to the 11:00 a.m. Closed Session and 1:00 p.m. Regular meeting on March 22, 2022, in the Valley Water Headquarters Building Boardroom, 5700 Almaden Expressway, San Jose.

Michele L. King, CMC
Clerk/Board of Directors

Approved:

Date: 06/14/2022