

WSSC Code of Regulations

Title I: Governance

Subtitle I: Policy and Procedure

Chapter 1.15: Bylaws, Rules, and Regulations

1.15.060 Commission staff.

(a) *General Manager.*

(1) The Commission shall appoint and prescribe the functions of a GM in accordance with the Public Utilities Article, § 18-106(b)(2), Annotated Code of Maryland.

(2) The GM shall be appointed by action taken in accordance with this chapter.

(3) In accordance with the WSSC delegation of authority, and other directives of the Commissioners, the GM is charged with:

(i) The day-to-day supervision, operation and management of the Commission; and

(ii) Carrying out the Commissioners' actions, decisions, and policies.

(b) *Corporate Secretary.*

(1) The Commission shall appoint a Corporate Secretary to conduct the administrative, policy, and governance activities of the Commissioners' Office.

(2) The Corporate Secretary shall be appointed by action taken in accordance with Article IV of this chapter.

(3) The Corporate Secretary shall have the authority vested as the Commission's Parliamentarian at Commission meetings.

(4) The Corporate Secretary shall have such other duties as the Commissioners may prescribe and as delegated in the delegation of authority.

(c) **ETHICS OFFICER.**

(1) THE COMMISSION SHALL APPOINT AN ETHICS OFFICER.

(2) THE ETHICS OFFICER SHALL REPORT ADMINISTRATIVELY TO THE COMMISSIONERS AND DIRECTLY TO THE BOARD OF ETHICS AS REQUIRED BY WSSC CHAPTER 1.70, CODE OF ETHICS.

(3) THE ETHICS OFFICER SHALL PERFORM THE DUTIES PRESCRIBED BY THE BOARD OF ETHICS IN ACCORDANCE WITH PUBLIC UTILITIES ARTICLE, TITLE 19, SUBTITLE 1, MARYLAND CODE ANNOTATED.

[(c)] **(D)** *Other Positions as May Be Determined by the Commission.* The Commissioners may direct the creation of other positions and determine the duties of those positions.

1.15.170 Meeting agendas.

(a) *Corporate Secretary to Prepare.* Subject to the approval of the Chair, the Corporate Secretary shall prepare an agenda for each regularly scheduled meeting called in accordance with WSSC 1.15.080.

(b) *Order of Business.* The order of business at all meetings of the Commission shall follow the agenda unless the Commission orders otherwise.

(c) *Member Requests.* A member of the Commission may request items be placed on any agenda or rearranged on any agenda by communicating such request to the Chair prior to publication of the agenda.

(d) *Draft Meeting Agenda.* Subject to the approval of the Chair, the Corporate Secretary may prepare and provide a copy of a draft meeting agenda to each Commissioner before the meeting.

(e) *Final Agenda.* The Chair shall determine the final agenda for distribution and posting subject to subsection (g) of this section.

(f) *Agendas Posted.*

(1) All agendas for regular meetings shall be posted on the WSSC website, within a reasonable time **BUT NOT LESS THAN 24 HOURS** before the regular meeting.

(2) All agendas for emergency meetings shall be posted before the meeting if time permits and, if not, shall be posted within five business days after an emergency meeting absent exigent circumstance.

(g) *Adjustments.* As authorized by the Open Meetings Act, Robert's Rules of Order or other applicable Maryland law, at a meeting by majority vote, agenda items may be rescheduled, removed, or deferred, and additional items may be added.

[(h) *Agenda for Emergency Meeting.* If time permits and subject to approval of the Chair, the Corporate Secretary shall prepare an agenda For an emergency meeting.]

1.15.230 Code of Ethics applicability.

(a) *Application to Commissioners.* [As required by WSSC Resolution No. 82-723, adopted on November 24, 1981,] **IN ACCORDANCE WITH PUBLIC UTILITIES ARTICLE § 19-102**, the WSSC [Employees'] Code of Ethics shall apply to Commissioners.

(b) *Annual Report.* The [Commission] **ETHICS OFFICER** shall submit an annual report concerning conflict of interest issues involving Commissioners and WSSC employees that arose and were under review or resolved within the previous calendar year [ending March 31st] **IN ACCORDANCE WITH MARYLAND'S PUBLIC ETHICS LAW § 5-823.**

1.15.240 Lobbying report.

(a) *Required.* The [Commission] **ETHICS OFFICER** shall prepare an annual report of the lobbying before the Commission and regulation of that lobbying in accordance with the General Provisions Article, § 5-830, Annotated Code of Maryland.

(b) *Submission to Counties.* The [Commission] **ETHICS OFFICER** shall submit a copy of the report to the governing body of Montgomery and Prince George's Counties and publish the report on its website.

Title I: Governance

Subtitle III: Ethics

Chapter 1.60 Appointment of Board of Ethics members

1.60.010 **DEFINITIONS.**

(A) IN THIS CHAPTER, THE FOLLOWING WORDS HAVE THE MEANINGS INDICATED.

(B) "BOARD OF ETHICS" MEANS THE ENTITY ESTABLISHED IN ACCORDANCE WITH PUBLIC UTILITIES ARTICLE, TITLE 19, SUBTITLE 1, MARYLAND CODE ANNOTATED.

(C) “SEARCH COMMITTEE” MEANS THE COMMITTEE RESPONSIBLE FOR PERFORMING THE INTERVIEW AND ASSESSMENT FUNCTIONS DESCRIBED IN THIS CHAPTER.

1.60.020 Purpose.

To describe the procedures for the selection of members to the WSSC Board of Ethics.

[1.60.020 Definitions.

(a) Board of Ethics. In accordance with WSSC 1.70.040(a), the Board of Ethics is the entity established to assist WSSC in maintaining the highest level of professional and ethical conduct and public confidence in the integrity of the agency. The Board of Ethics consists of three members appointed by the Commissioners on the basis of their professionalism, integrity and competence. The Montgomery County Commissioners shall nominate one member and the Prince George’s County Commissioners shall nominate one member. The third member of the Board of Ethics may be nominated by any member of the Commission. The Commission may appoint an alternate member to the Board.

(b) “Chairperson” means the member of the Board of Ethics designated by the Commission as Chairperson, based on a majority of the votes by a quorum of the Commissioners as provided in WSSC 1.70.040(a).

(c) Removal of a Board Member. As provided in WSSC 1.70.040(c), the Commission may initiate the removal of a Board member for: (1) neglect of duty; (2) misconduct in office; (3) disability that renders the member unable to perform the duties of office; or (4) violation of law.

(d) “Search Committee” means the committee, authorized by the Commission and consisting of the Corporate Secretary, the Associate General Counsel who serves as legal advisor to the Board of Ethics, and the Internal Auditor that is responsible for performing the interview and assessment functions described in WSSC 1.60.030.

(e) Terms of Office. As provided in WSSC 1.70.040(b), the term of each Board member is three years. A Board member serves until the Commission appoints a successor unless the member resigns before a successor is confirmed. The Board of Ethics Chairperson serves in that capacity for one year or until a successor is appointed.]

1.60.030 Procedures.

(a)(1) The [Internal Auditor] **ETHICS OFFICE** will notify Commissioners of a vacancy on the Board of Ethics, and [seek their authorization to] convene the Search Committee.

(2) THE SEARCH COMMITTEE SHALL CONSIST OF:

(I) THE CORPORATE SECRETARY;

(II) A MEMBER OF THE COMMISSION'S AUDIT COMMITTEE SELECTED BY A VOTE OF THE AUDIT COMMITTEE; AND

(III) THE INSPECTOR GENERAL.

(b)(1) The [Internal Auditor] **ETHICS OFFICE** will have the vacancy advertised [in local newspapers,] **BY RELEVANT MEANS SUCH AS ONLINE FORUM AND WSSC WEBSITE**, 60 days prior to the expiration of the Board of Ethics member's term.

(2) If a mid-term vacancy occurs, advertising will commence upon notice of such vacancy.

(c) The Search Committee will develop interview questions that are relevant to the selection criteria set forth in WSSC 1.70.040(a).

(d) The Search Committee will interview candidates including persons referred to the Search Committee by Commissioners.

(e)(1) The Search Committee [will] **SHALL** [identify the top three candidates to present to the Commissioners] **RECOMMEND TO THE COMMISSIONERS A MINIMUM OF TWO CANDIDATES.**

(2)(i) If the vacancy is for the Board member required to be nominated by the Prince George's **OR MONTGOMERY** County Commissioners, then the [top three] candidates [will] **SHALL** be [presented] **RECOMMENDED** to the [Prince George's] **CORRESPONDING** County Commissioners only.

(ii) In accordance with WSSC 1.70.040, the [Prince George's County] Commissioners shall then nominate one [of the three candidates] **RECOMMENDED CANDIDATE** to present for a vote before the full Commission.

[This same procedure shall be followed by the Montgomery County Commissioners for a vacancy that exists for the Board member required to be nominated by the Montgomery County Commissioners.]

(3) As to a vacancy for the Board member who may be nominated by any Commissioner, the Search Committee shall present the [top three candidates] **RECOMMENDED CANDIDATE** to the full Commission.

(4) In the event the Prince George's County Commissioners, the Montgomery County Commissioners, or the full Commission are unable or unwilling to select a nominee from among the [top three candidates] **RECOMMENDED CANDIDATES** identified by the Search Committee, or are unable to elect a Board member, then the [Internal Auditor] **ETHICS OFFICE** and the Search Committee will repeat whatever procedures in this section they determine are appropriate for ascertaining additional candidates for presentation to Commissioners or to the full Commission.

(f) The Commissioners will select a member for appointment to the Board of Ethics by majority vote [of the full Commission or a quorum of Commissioners] in accordance with WSSC's bylaws (WSSC Chapter 1.15).

[(g) The Commissioners will vote by majority vote of the full Commission or a quorum of Commissioners in accordance with WSSC's bylaws annually to appoint a Chairperson for the Board of Ethics.

1.60.040 Authority clause.

(a) The procedure codified in this chapter is authorized by the WSSC Code of Ethics (WSSC Chapter 1.70).

(b) Any conflict between this chapter and the WSSC Code of Ethics shall be resolved in favor of the latter.]

Chapter 1.70.050 Code of Ethics

1.70.050 Ethics Officer.

(a) The Ethics Officer of the WSSC shall direct the ethics program of the Commission and manage all related program components and processes, including program compliance. The Ethics Officer is also responsible for promoting standards, ensuring the workforce is educated in the area of ethics and the WSSC's ethics program, and responding to potential ethical violations in a timely manner.

(b) The Board may delegate duties to the Ethics Officer as appropriate and/or necessary in accordance with applicable laws and WSSC rules and regulations.

(c) The Ethics Officer shall report administratively to the [General Counsel] **COMMISSIONERS** and [functionally] **DIRECTLY** to the Board.