

**MWD**

METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA

September 28, 1992

To: Board of Directors (Engineering & Operations--Information)
From: General Counsel
Subject: Approval of Committee Minutes in Absence of a Quorum

Report

It is the customary practice of Board committees to approve the minutes of the prior month's meeting before proceeding with consent calendar items and Board action items on the current agenda. Corrections, if any, and approval of the minutes are normally done by unanimous consent, although a formal motion to approve them is not out of order. Once approved, the minutes become the official record of the committee.

At the September 1992 meeting of the Engineering and Operations Committee, a motion was made to approve the minutes of the committee's August meeting. At the time the motion was made a quorum of the committee was not present. (The Engineering and Operations Committee is comprised of 18 members, thus a quorum consists of 10 directors.) The question was raised whether a committee can approve the minutes of a prior meeting in the absence of a quorum of the committee.

Under Robert's Rules of Order (1990 9th ed.), action by unanimous consent and formal motions require the presence of a quorum. Although Robert's Rules of Order are often used for guidance on Board procedures, the Board has adopted an Administrative Code which includes procedures governing the Board and its committees. These procedural rules for meetings are supplemented by the Chair to the extent they have not been prescribed in the Administrative Code.

Quorum requirements for committees are specifically addressed in Administrative Code section 2304 which provides:

Section 2304 Quorum.

A quorum of a committee shall be a majority of the membership of a committee. Committees shall function in the absence of the quorum. (Emphasis added.)

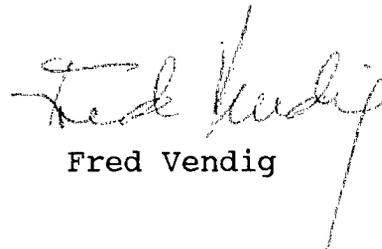
The approval of minutes is a routine committee function. Since the Administrative Code expressly provides that committees may function in the absence of a quorum, it is within the committee's prerogative to approve the minutes in the absence of quorum or delay approval until a quorum is present.

Board Committee Assignment

This letter is referred for information to the Engineering and Operations Committee pursuant to Section 2431 of the Administrative Code.

Recommendation

For information only.


Fred Vendig