



MWD

METROPOLITAN WATER DISTRICT OF SOUTHERN CALIFORNIA

OCT 13 1998

David Chin September 24, 1998
EXECUTIVE SECRETARY

To: Board of Directors (Executive Committee--Action)
(Special Nominating Committee--Action)

From: John V. Foley
Chairman of the Board *John V. Foley*

Subject: Election of Three Vice Chairs, Board Secretary and Three Nonofficer Members
of the Executive Committee

RECOMMENDATION(S)

It is recommended that the Board defer election of three Vice Chairs, the Board Secretary and three nonofficer members of the Executive Committee to the February 1999 Board Meeting.

EXECUTIVE SUMMARY

Metropolitan's Administrative Code Sections 2201 and 2202 set forth the procedure for selection of Board officers. In even numbered years, the Chair is to be elected at the October Board meeting and three of the five Vice Chairs and the Board Secretary are to be elected at the November Board meeting. Under Administrative Code Section 2411, three of the six nonofficer members of the Executive Committee are to be elected at the December Board meeting in even numbered years and three at the December meeting in odd numbered years.

Several of the candidates for Chair have suggested that given the ongoing Board governance and strategic planning processes, it would be more appropriate to defer the elections for the three Vice Chairs, Board Secretary and three nonofficer members of the Executive Committee until after the new Chair has assumed office. This would allow the incoming Chair to pursue or make any recommendations on restructuring the Board governance that might arise from these processes. Accordingly, this letter seeks Board approval to defer the election of the three Board Vice Chairs, Board Secretary and three nonofficer members of the Executive Committee until the February 1999 Board meeting.

DETAILED REPORT

MWD Administrative Code Sections 2201 and 2202 set forth the procedure for selection of Board officers as follows. The Chair shall be elected at the October Board meeting in even numbered years. Three of the five Vice Chairs and the Secretary shall be elected at the November meeting of the Board in even numbered years. Two Vice Chairs shall be elected at the November meeting of the Board in odd numbered years. Under Administrative Code Section 2411, three of the six nonofficer members of the Executive Committee shall be elected at the December meeting

of the Board in even numbered years and three at the December meeting in odd numbered years. The term of office for Board officers and nonofficer members of the Executive Committee commences on the January 1 following their election. (Admin. Code §§2201, 2413.)

As the Board is aware, Metropolitan is in the process of scrutinizing its own structure and practices in processes that analyze Metropolitan's governance and strategic planning. Several of the Board members have suggested that in light of these ongoing processes, it would be appropriate to defer the elections for the three Vice Chairs, the Secretary and three nonofficer members of the Executive Committee until after the new Chair has assumed office. This would allow the incoming Chair an opportunity to review the ongoing governance processes and make recommendations to the Board for any changes in the Board's structure.

Since the Board's procedures for selection of Board officers are embodied in the Board adopted MWD Administrative Code, the Board may make exception to or defer operation of a provision of the Code.

Upon approval of this proposal, affected Board officers and nonofficer members of the Executive Committee will hold over in office during deferment or until affected by a Board decision to change governance structures.

JK:gm
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