

- **Board of Directors**
Legal, Claims and Personnel Committee

January 8, 2002 Board Meeting

8-5

Subject

Approve amendments to Metropolitan Water District Administrative Code for changes to the committee structure

Description

At its December 11, 2001 meeting, the Board approved the following changes to the Board's committee structure, effective January 1, 2002:

1. Create a new standing committee, the Asset, Real Estate and Infrastructure Policy Committee to provide oversight and policy development for the management of Metropolitan's assets and real estate holdings, excluding on-going negotiations and development of recreational facilities at Diamond Valley Lake. It also provides oversight for development of policies relating to information technology strategies, projects and activities.
2. As a result of the creation of the new committee, change the Engineering, Operations and Real Property Committee to the Engineering and Operations Committee and modify the scope of responsibilities to delete oversight of real property matters.
3. Create an Audit Subcommittee of the Executive Committee and remove these responsibilities from the Audit, Budget and Finance Committee.
4. Add the work of the Subcommittee on Investments and Bond Financing to the responsibilities of the Audit, Budget and Finance Committee, and rename the committee the Budget, Finance and Investment Committee.

The proposed substantive amendments are set forth on [Attachment 1](#), with strikeouts showing deletions and underlining showing additions. [Attachment 2](#) shows the new version of the Metropolitan Water District Administrative Code as it would read upon Board approval.

Policy

Metropolitan Water District Administrative Code § 2400: Identification of Standing Committees

Metropolitan Water District Administrative Code § 2500: Other Committees: Miscellaneous Committee Matters

California Environmental Quality Act (CEQA)

The proposed action is not defined as a project under CEQA because the proposed action involves continuing administrative activities such as general policy and procedure making (Section 15378(b)(2) of the State CEQA Guidelines). In addition, where it can be seen with certainty that there is no possibility that the proposed action in question may have a significant effect on the environment, the proposed action is not subject to CEQA (Section 15061(b)(3) of the State CEQA Guidelines).

The CEQA determination is: Determine that the proposed action is not subject to the provisions of CEQA per Section 15378(b)(2) and 15061(b)(3) of the State CEQA Guidelines.

Recommendation

Adopt the CEQA determination and approve changes to the Administrative Code set forth in Attachment 1 to reflect the new committee structure approved by the Board at its December 2001 meeting, effective January 1, 2002.

Fiscal Impact: None


_____ 12/21/2001
for Roderick E. Walston *Date*
General Counsel

Attachment 1 – Administrative Code Amendments showing additions and deletions

Attachment 2 – Administrative Code Amendments in final form

BLA #1466

ATTACHMENT 1

Chapter 4

STANDING COMMITTEES

Article		Sec.
1	General	2400
2	Executive Committee	2410
3	Engineering, and Operations and Real Property Committee 2430	
4	Audit , Budget, and Finance and Investment Committee 2440	
5	Repealed <u>Asset, Real Estate and Infrastructure Policy Committee</u> 2450	
6	Legal, Claims and Personnel Committee	2460
7	[Repealed]	2470]
8	Water Planning, Quality and Resources Committee	2480
9	Communications, Outreach and Legislation Committee	2490

Article 1

GENERAL

Sec.

- 2400. Identification of Standing Committees
- 2401. Officers and Members of Standing Committees

§ 2400. Identification of Standing Committees.

The Standing Committees of the Board of Directors are:

- Executive Committee
- Engineering ; ~~and~~ Operations ~~and Real Property~~ Committee
- ~~Audit~~, Budget, ~~and~~ Finance ~~and Investment~~ Committee
- Asset, Real Estate and Infrastructure Policy Committee
- Legal, Claims and Personnel Committee
- Water Planning, Quality and Resources Committee
- Communications, Outreach and Legislation Committee

§ 2401. Officers and Members of Standing Committees.

(a) Members, Chair, and Vice Chair of standing committees with the exception of the Executive Committee shall be appointed subject to the approval of the Executive Committee and the Board on the basis that each director, with the exception of the Chair of the Board, serve on at least two standing committees, in addition to the Executive Committee. Such appointment shall be made by the Chair of the Board unless a new Chair-elect has been selected by the Board to take office on the next January 1, in which event appointment of Chair and Vice-Chair of standing committees shall be made by the Chair-elect.

(b) Chair and Vice Chair of standing committees with the exception of the Executive Committee are to be appointed in even-numbered years at the December meeting of the Board for a two-year term commencing on January 1 of odd-numbered years. No director shall be appointed to the same committee office for more than two consecutive full terms.

(c) The Chair of the Board or the Vice Chair to whom the Chair has assigned the Chair's membership pursuant to Section 2204 is a member ex-officio, with right to vote, of all standing and special committees of the Board. However, the Chair or the Vice Chair to whom the Chair's membership has been assigned shall not be considered a member of any committee of which the officer is a member ex-officio for the purpose of determining whether a quorum of the committee is present unless the Chair or Vice Chair is actually present at the meeting of the committee.

Article 2

EXECUTIVE COMMITTEE

Sec.

- 2410. Membership
- 2411. Selection of Non-officer Members
- 2412. Vacancy in Membership
- 2413. Term of Office for Non-officer Members
- 2414. Limitation on Service
- 2415. Officers
- 2416. Day of Regular Meeting
- 2417. Duties and Functions
- 2418. Action by Board Officers
- 2419. Subcommittee on Rules and Ethics
- 2420. ~~Repealed~~ Audit Subcommittee
- 2421. [Repealed]

§ 2410. Membership.

The membership of the Executive Committee shall consist of the Chair, Vice Chairs, Secretary, all past Chairs of the Board who are directors of the District, eight additional directors as nonofficer members, of which two of the eight nonofficer members shall be appointed by the Chair, and the Chairs of the ~~five~~^{six} standing committees in addition to the Executive Committee, and the Chairs of the Subcommittee on Rules and Ethics and Audit Subcommittee, as ex officio members. In the event a Chair of a Standing Committee or the Subcommittee on Rules and Ethics and Audit Subcommittee is ineligible to serve on the Executive Committee because of the limitation set forth in Section 2201(c), or is otherwise ineligible or is absent, the Vice Chair of the committee shall serve.

§ 2411. Selection of Nonofficer Members.

Nonofficer members of the Executive Committee, except for the two transitional members, shall be nominated by the ~~Special~~ Nominating Committee or from the floor and elected at the December meeting of the Board. Three of the six nonofficer members shall be nominated and elected in even-numbered years and three in odd-numbered years.

§ 2412. Vacancy in Membership.

Whenever a vacancy occurs in the membership of the nonofficer members of the Executive Committee during a term of office, nominations shall be submitted to and an

election shall be held by the Board to fill the vacancy within 90 days of the date of the vacancy if there remain 90 days or more in the term at the time the vacancy occurs.

§ 2413. Term of Office for Non-officer Members.

The term of office for non-officer members shall be two years and shall commence on January 1 of the year immediately following their election.

§ 2414. Limitation on Service.

(a) Each director may be elected as a nonofficer member of the Executive Committee for not more than two consecutive full two-year terms.

(b) Subject to Section 2415, a member of the Executive Committee other than ex officio members shall not serve as the Chair of any Standing Committee other than the Executive Committee; this restriction shall not apply to any special, interim, temporary or subcommittee appointed from time to time to resolve current problems, or to meet special conditions.

§ 2415. Officers.

The Chair of the Board shall be the Chair of the Executive Committee and the Vice Chairs of the Board shall be the Vice Chairs of the Executive Committee and their terms shall be concurrent with their terms as officers of the Board.

§ 2416. Day of Regular Meeting.

The regular meeting of the Executive Committee shall be held on the ~~fourth~~^{third} Tuesday of the month. |

§ 2417. Duties and Functions.

The Executive Committee shall study, advise, and make recommendations with regard to:

(a) Public information for governmental and other entities and officials, and for the citizens of California regarding matters affecting the District's interests;

(b) Official dealings with the United States Government, the State of California or other states, member public agencies or their subagencies, foreign governments and other entities or persons in matters of public policy or other activities as deemed appropriate;

- (c) Matters relating to the Colorado River Board of California;
- (d) Major policy issues to be considered by the Board, including proposed amendments to the Metropolitan Water District Act;
- (e) Questions raised by the officers and staff in intervals between meetings of the Board and in unexpected situations and emergencies;
- (f) The terms and conditions of employment of all consultants and advisors not within the jurisdiction of other committees.
- (g) Resolution of conflicting committee recommendations pursuant to Section 2314;
- (h) Monitor the progress of, and propose modifications to, the Board's goals in light of then existing and projected future conditions;
- (i) Policies regarding annexation and the requirements, procedures, terms and conditions for annexations;
- (j) The Executive Committee shall retain ultimate responsibility for those duties as are specifically assigned to the subcommittees of the Executive Committee.
- (k) The Executive Committee shall be responsible for the oversight of the performances and activities of the Chief Executive Officer, General Counsel, and General Auditor and an annual review of the Chief Executive Officer's compensation. The Executive Committee shall evaluate the performance of the Chief Executive Officer at least annually in advance of the July Board meetings. It shall also review and approve the Chief Executive Officer's comprehensive business plan and annual goals and work objectives at the start of each fiscal year in advance of the August Board meetings.
- (l) After review and consideration of the annual assessment of, and recommendations concerning, Department Heads by the committees responsible for oversight of the performance and activities of a Department Head, the Executive Committee shall make recommendations to the Board on the salary and other compensation of Department Heads in advance of the July meetings, with any changes to be effective at the start of the payroll period nearest to July 1.
- (m) Such other matters as may be required under Division 2 of this Administrative Code.
- (n) The Executive Committee shall also:

(1) Assign and reassign the directors to the standing committees and designate the Committee Chairs and Vice Chairs, subject to approval by the Board of Directors, and to the limitations on terms of office;

(2) Designate a Board Vice Chair to act in the Board Chair's absence, failure or inability to act if the Chair has not previously made such a designation.

(3) Act on behalf of the Board in unexpected situations and emergencies, subject to subsequent approval or ratification of the actions taken whenever such approval or ratification is required by law.

(4) Provide policy guidance where appropriate to those directors and District staff members who are associated with organizations in which the District has membership.

(5) Conduct hearings on Vendors' Protests:

(i) Hearings requested pursuant to Section 8104(d), and other hearings granted on the Executive Committee's own motion, unless delegated pursuant to Section 8119 shall be held by the committee at its next regular meeting to be held at least 72 hours after filing of the notice of protest. The hearing shall be conducted in accordance with such rules as the Chair of the committee shall announce. The committee shall make a decision on the bidder's or applicant's protest, shall set forth its reasons therefor, and shall cause the Executive Secretary to serve a copy of the decision on the bidder or applicant. The decision of the committee shall be final unless the committee chooses to refer the notice of protest to the Board.

(ii) The Chair of the Executive Committee may redelegate hearings provided for under Section 2417(k)(5)(i) to a minimum of three members of the Executive Committee who shall act in place of the committee in the conduct of the hearing and who shall at the conclusion thereof make their recommendations to the full committee. Such recommendations shall be accompanied by copies of any materials submitted in evidence. Any hearing held and recommendations made pursuant to such delegated authority shall be completed in advance of the time set for the next regular meeting of the full committee following the meeting at which the matter would otherwise have been heard by the committee.

(6) Resolve disputes over inspection dates and monitor conduct of inspection trips to assure maximum effectiveness.

§ 2418. Action by Board Officers.

If, in the opinion of the Chair, it is impracticable that the full committee perform a function to be performed by the Executive Committee between regular meetings, such function may be performed by the Officers of the Board, acting at a meeting called for that purpose, with equal effect as if performed by the full committee.

§ 2419. Subcommittee on Rules and Ethics.

Within the Executive Committee there shall be a Subcommittee on Rules and Ethics, appointed by, and serving at the pleasure of, the Chair of the Executive Committee. The Subcommittee on Rules and Ethics shall:

(a) Review and approve board and committee agendas without further action by the Executive Committee. Notwithstanding the jurisdiction of standing committees in this Code, the Subcommittee on Rules and Ethics shall have the authority to direct which committee shall consider an item;

(b) Review and approve the scheduling of board and committee meetings;

(c) Study, advise and make recommendations with regard to policies and procedures to be considered by the Board or committees thereof, except for proposed amendments to the Metropolitan Water District Act or this Code affecting the organization and personnel policies of the District, the acquisition, ownership and sale of land by the District, or other policy matters within the jurisdiction of a specific standing committee.

(d) Study, advise and make recommendations to the Executive Committee regarding Metropolitan's ethics program.

§ 2420. Audit Subcommittee

Within the Executive Committee there shall be an Audit Subcommittee, appointed by, and serving at the pleasure of, the Chair of the Executive Committee. The Audit Subcommittee shall study, advise and make recommendations to the Executive Committee with regard to:

(a) All reports of the General Auditor and external auditors, including the audited financial statements of the District;

(b) The Audit Department's annual business plan and annual budget;

(c) The selection of candidates for consideration by the Executive Committee to serve as the General Auditor and the selection of the Assistant General Auditor, as well as the external auditors or special audit consultants, and the determination of the scope of their assignments;

(d) Requests from other committees of the Board for audits and reviews not included in annual business plan; and,

(e) The subcommittee shall be responsible for the oversight of the General Auditor's performance and activities. It shall evaluate the performance of the General Auditor at least annually in advance of the July Board meetings. The results of that evaluation shall be provided to the Executive Committee for consideration as part of its annual review of the General Auditor's compensation. It shall also review and approve the comprehensive business plan and annual goals and work objectives of the General Auditor and the Audit Department at the start of each fiscal year in advance of the August Board meetings

Article 3**ENGINEERING AND, OPERATIONS ~~AND REAL PROPERTY~~ COMMITTEE**

Sec.

2430. Day of Regular Meeting

2431. Duties and Functions

§ 2430. Day of Regular Meetings.

The regular meetings of the Engineering, and Operations ~~and Real Property~~ Committee shall be held on the Monday preceding regular Board meetings.

§ 2431. Duties and Functions.

The Engineering, and Operations ~~and Real Property~~ Committee shall study, advise and make recommendations with regard to:

- (a) Plans, specifications and bids;
- (b) The initiation, scheduling, contracting, and performance of construction programs and work, and the equipment or materials to be used, replaced, disposed of, or salvaged;
- (c) The operation, protection, and maintenance of the plants and facilities required for the production, exchange, sale, storage, treatment, and delivery of water and power and for the storage and treatment of water; and for the distribution of electrical energy to the aqueduct pumping plants;
- (d) The providing of storage and distribution facilities and connections for the delivery of water;
- (e) Such matters as may come to its attention on inspection trips of the aqueduct works which the committee shall make at least once a year;
- (f) Construction claims;
- (g) Engineering aspects of State Water Project facilities;
- (h) The selection of engineering and geologic consultants and the determination of the scope of their assignments;

- (i) Energy matters in general;
- (j) Water treatment technologies for complying with drinking water regulations;
and,
- (k) Proposed amendments to the Metropolitan Water District Act and Code affecting the engineering and operations functions of the District,
~~and affecting the acquisition, ownership and sale of land by the District;~~

~~(l) Proposed rules and proposals regarding business development opportunities, including real property and intellectual property transactions;~~

~~—— (m) Policies for the acquisition of rights of way;~~

~~—— (n) The purchase, sale, and leasing of land and buildings, including the performance of oversight and coordination of the District's various office and garage space needs;~~

~~—— (o) the incidental use of land in farming operations and otherwise;~~

~~—— (p) The operation and maintenance of buildings;~~

~~—— (q) The selection of appraisers and the determination of the scope of their assignments;~~

~~—— (r) The fixing of purchase price, and the initiation and conduct of condemnation and other proceedings relating to the purchase or sale of land or interests in property related negotiation, including holding the hearing and making recommendations to the Board of Directors as to whether to adopt a resolution of necessity to acquire property by eminent domain, as set forth in Section 8225;~~

~~—— (s) The purchase, management and disposition of personal property assets such as equipment and vehicles;~~

~~—— (t) Approval and oversight of facilities master plans, including budgeting for capital improvements and long term facilities commitments; and,~~

Article 4

~~AUDIT, BUDGET, AND FINANCE~~ AND INVESTMENT COMMITTEE

Sec.

2440. Day of Regular Meeting

2441. Duties and Functions

§ 2440. Day of Regular Meetings.

The regular meetings of the ~~Audit, Budget, and Finance~~ and Investment Committee shall be held on the Monday preceding regular Board meetings.

§ 2441. Duties and Functions.

The ~~Audit~~, Budget, ~~and~~ Finance and Investment Committee shall study, advise and make recommendations with regard to:

- (a) Preparation of budgets;
- (b) Policies and procedures related to budget development and cost containment;
- (c) Sale of bonds and borrowing and repayment of money;
- (d) Disposition and investment of funds;
- (e) Authorization of appropriations;
- (f) The determination of revenues to be obtained through sales of water, water standby or availability of service charges, and the levying of taxes;
- (g) The financial impact and requirements of policies concerning annexation;
- (h) The financial aspects of the District's risk management program;
- (h) Questions pertaining to insurance coverage and self-insurance;
- (j) The selection of financial and insurance consultants and the determination of the scope of their assignments;
- (k) Form and contents of accounts, financial reports, and financial statements;
- (l) Proposed amendments to the Metropolitan Water District Act affecting the finance and insurance functions of the District;
- (m) Goals and objectives related to financial planning for Metropolitan, including but not limited to revenues, operating expenses, reserve policies, internally funded construction, debt management, investments and capital financing strategies;
- (n) The selling prices of water and conditions governing sales of water;
- (o) Costs and accounting procedures relating to the District's and other state water service contracts;
- (p) Policies regarding the sale of water for various uses;
- (q) Policies regarding allocation of water standby or availability of service revenue requirements among member public agencies;
- (r) Water standby or availability of service charges within the District;

(s) Review and make recommendations regarding determinations by the chief Executive Officer with respect to appeals concerning readiness-to-serve charges, new demand charges, and connection maintenance charges, and report its recommendations, as appropriate, to affirm or reverse the Chief Executive Officer's determinations.

(t) Review and make recommendations regarding appeals from determinations by the Chief Executive Officer to deny or qualify an application for exemption from the water standby charge, and report its recommendations, as appropriate, to affirm or reverse the Chief Executive Officer's determinations.

~~(u) All reports of the General Auditor and external auditors, including the audited financial statements of the District;~~

~~———(v) the Audit Department's annual business plan and annual budget;~~

~~———(w) The selection of candidates for consideration by the Executive Committee to serve as the General Auditor and the selection of the Assistant General Auditor, as well as the external auditors or special audit consultants, and the determination of the scope of their assignments;~~

~~———(x) Requests from other committees of the Board for audits and reviews not included in annual business plan.~~

~~———(y) The committee shall be responsible for the oversight of the General Auditor's performance and activities. It shall evaluate the performance of the General Auditor at least annually in advance of the July Board meetings. The results of that evaluation shall be provided to the Executive Committee for consideration as part of its annual review of the General Auditor's compensation. It shall also review and approve the comprehensive business plan and annual goals and work objectives of the General Auditor and the Audit Department at the start of each fiscal year in advance of the August Board meetings~~

Article 5

ASSET, REAL ESTATE AND INFRASTRUCTURE POLICY COMMITTEE

Sec.

2450. Day of Regular Meetings

2451. Duties and Functions

§ 2450. Day of Regular Meetings

The regular meetings of the Asset, Real Estate and Infrastructure Policy Committee shall be held on the Monday preceding regular Board meetings.

§ 2451. Duties and Functions

The Asset, Real Estate and Infrastructure Policy Committee shall study, advise and make recommendations with regard to:

(a) Proposed amendments to the Metropolitan Water District Act and Code affecting the acquisition, ownership and sale of land by the District;

(b) Proposed rules and proposals regarding business development opportunities, including real property and intellectual property transactions;

(c) Policies for the acquisition of rights-of-way;

(d) The purchase, sale, and leasing of land and buildings, including the performance of oversight and coordination of the District's various office and garage space needs, but excluding the development of recreational facilities at Diamond Valley Lake;

(e) The incidental use of land in farming operations and otherwise;

(f) The operation and maintenance of buildings;

(g) The selection of appraisers and the determination of the scope of their assignments;

(h) The purchase, management and disposition of personal property assets such as equipment and vehicles;

(i) Approval and oversight of facilities master plans, including budgeting for capital improvements and long-term facilities commitments; and,

_____ (j) Approval and oversight of information technology strategies, projects and activities, including budgeting and tracking of information technology resources and asset management.

Article 6

LEGAL, CLAIMS AND PERSONNEL COMMITTEE

Sec.

- 2460. Day of Regular Meetings
- 2461. Duties and Functions
- 2462. [Repealed]

§ 2460. Day of Regular Meeting.

The regular meetings of the Legal, Claims and Personnel Committee shall be held on the Monday preceding regular Board meetings.

§ 2461. Duties and Functions.

The Legal, Claims and Personnel Committee shall study, advise and make recommendations with regard to:

- (a) Litigation and claims brought by or against the District;
- (b) Condemnation matters, when they involve settlements requiring Board approval and inverse condemnation matters;
- (c) Public liability insurance matters, including self-insurance aspects, and matters pertaining to errors and omissions insurance;
- (d) Policy considerations concerning District contracts;
- (e) The selection of candidates for consideration by the Executive Committee to serve as the General Counsel and Assistant General Counsel and the determination of the scope of the assignments of the General Counsel;
- (f) The selection of special counsel and the determination of the scope of their assignments;
- (g) Proposed amendments of the Metropolitan Water District Act and the Public Employees' Retirement Law, legislation dealing with public agencies, and proposed District ordinances;

(h) The organization and contents of the Code and proposed amendments to the Metropolitan Water District Act and Code affecting the organization and personnel policies of the District;

(i) Legal aspects and legal consequences of executed memorandum of understanding between the Chief Executive Officer and an organization representing employees;

(j) The oversight of the General Counsel's performance and activities. It shall evaluate the performance of the General Counsel at least annually in advance of the June Board meetings. The results of that evaluation shall be provided to the Executive Committee for consideration as part of its annual review of the General Counsel's compensation. It shall also review and approve the comprehensive business plan and annual goals and work objectives for the General Counsel and the Legal Department at the start of each fiscal year in advance of the August Board meetings.

(k) The form of the District's organization and the flow of authority and responsibility;

(l) Periodic independent reviews and studies of the organization, classification of positions, job duties, salaries, and salary ranges;

(m) Relations between the District and its employees including all matters affecting wages, hours, pension plans and other employee benefits, and other terms and conditions of employment;

(n) Areas of special concern to the District and its employees, including, but not limited to equal employment opportunity, affirmative action, and work rules pertaining to the health and safety of employees; and,

(o) Policies and rules regarding the employment, discipline and discharge of District officers and employees;

Article 8**WATER PLANNING, QUALITY AND RESOURCES COMMITTEE**

Sec.

2480. Day of Regular Meetings

2481. Duties and Functions

§ 2480. Day of Regular Meeting.

The regular meetings of the Water Planning, Quality and Resources Committee shall be held on the Monday preceding regular Board meetings.

§ 2481. Duties and Functions.

The Water Planning, Quality and Resources Committee shall study, advise, and make recommendations with regard to:

(a) Policies, sources, and water quality standards and means of importing and distributing water, transferring water, and wheeling water as required by the District;

(b) Changes in the District's aqueduct system to provide for the changing needs of the District's member agencies;

(c) Policies and procedures regarding the delivery and exchange of water for various uses;

(d) Policies regarding water conservation, reclamation, reuse and underground storage of water and use thereof;

(e) Proposed amendments to the Metropolitan Water District Act affecting the water quality, or annexation policies of the District;

(f) Study, advise and make recommendations regarding the protection of the District's water supply from, and mitigation of the impacts of water development on, the /Bay/Delta Estuary;

(g) Study, advise and make recommendations regarding comprehensive solutions to Bay/Delta Estuary problems which will benefit water supply reliability, water quality and environmental and other beneficial instream uses of the waters of the Bay/Delta Estuary;

(h) Study, advise and make recommendations regarding the Integrated Resource Planning Process;

(i) Consider the effect of existing and proposed federal, state, and local governmental, water supply and water conveyance statutes and regulations on the District's interest in the Bay/Delta Estuary;

(j) Consider the effect on the District of existing and proposed federal, state, and local water quality and environmental statutes and regulations; and,

(k) Study, advise, and make recommendations regarding environmental compliance and requirements.

Article 9**COMMUNICATIONS, OUTREACH AND LEGISLATION COMMITTEE**

Sec.

2490. Day of Regular Meetings

2491. Duties and Functions

§ 2490. Day of Regular Meeting.

The regular meetings of the Communications, Outreach and Legislation Committee shall be held on the Tuesday ~~of on which~~ regular Board meetings.

§ 2491. Duties and Functions.

The Communications, Outreach and Legislation Committee shall study, advise and make recommendations to the Board with regard to, and in the following manner:

(a) Review and make recommendations based upon presentations of the Chief Executive Officer regarding proposals for State and Federal legislation, or amendments thereto, that may affect the District, and coordinate such review with other Committees of the Board;

(b) Review staff and Board members' recommendations for positions on such legislation;

(c) Consider the need for new legislation as identified by members of the Board or the Chief Executive Officer;

(d) Coordinate with the Chief Executive Officer opportunities for members of the Board to assist in efforts to inform members of the Legislature or the Congress with regard to proposed legislation and other outreach activities;

(e) Review the effectiveness of legislative advocacy efforts by staff and members of the Board;

(f) Review the effectiveness of Metropolitan's external affairs, and general communications efforts;

(g) Provide direction to the External Affairs Group to ensure pro-active, timely messages, which reflect Board policies, and Metropolitan programs and activities to the member agencies and the general public;

(h) The selection of public information consultants and the determination of the scope of their assignment.

Chapter 5

OTHER COMMITTEES: MISCELLANEOUS COMMITTEE MATTERS

Article		Sec.
1	Special Committees	2500
2	Nominating Committee	2520
[3	Repealed	2530]
[4	Repealed	2540]
[5	Repealed	2550]
[6	Repealed	2560]
[7	Repealed	2570]
[7.5	Repealed	2575]
[8	Repealed	2580]
[8.5	Repealed	2585]
[9	Repealed	2590]
[10	Repealed	2595]

Article 1

SPECIAL COMMITTEES

Sec.

2500. General

§ 2500. General.

Special committees may be created by the Board to undertake special assignments on behalf of the Board and shall report directly to the Board unless otherwise directed. A special committee shall continue in existence indefinitely. Unless otherwise specified, members of a special committee shall be appointed by the Chair of the Board and shall serve at the Chair's pleasure.

Article 2**NOMINATING COMMITTEE**

Sec.

- 2520. Membership
- 2521. Term of Members
- 2522. Duties and Functions

§ 2520. Membership.

Seven directors selected at large. Four members of the Nominating Committee shall be appointed at the February meeting of the Board in odd-numbered years, and three members shall be appointed at the February meeting of the Board in even-numbered years, by the Chairman of the Board with the approval of the Executive Committee and the Board. With the exception of its ex officio members, no member of the Executive Committee shall be eligible to serve as a member of this Nominating Committee.

§ 2521. Term of Members.

The term of members of the Nominating Committee shall be two years beginning on March 1 immediately following the member's appointment for a regular term. No member of the Nominating Committee shall serve more than two consecutive full terms.

§ 2522. Duties and Functions.

(a) The Nominating Committee shall nominate members for the offices of Chairman and Secretary of the Board, and non-officer members of the Executive Committee so as to provide, insofar as practical, adequate regional representation for the benefit of the entire District. More than one member may be nominated for each of the offices.

(b) The Nominating Committee shall establish procedures for the fair and impartial election of members to the offices of Chairman and Secretary of the Board including, but not limited to, sponsorship of forums for communication of the views of the candidates to Board members. Nominations by the committee shall be made at the meeting of the Board at which an election is scheduled. Written notice of any proposed nomination shall be given by the committee to each director at least 20 days prior to the scheduled date of the election.

(c) Members of the Nominating Committee may be nominated by the committee. If a member is under consideration, he shall be so advised by the committee and shall

immediately cease further participation in the committee's deliberations and action on that office.

ATTACHMENT 2**Chapter 4****STANDING COMMITTEES**

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1	General	2400
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5	Asset, Real Estate and Infrastructure Policy Committee	2450
6	Legal, Claims and Personnel Committee	2460
7	[Repealed	2470]
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Article 1**GENERAL**

Sec.

2400. Identification of Standing Committees
 2401. Officers and Members of Standing Committees

§ 2400. Identification of Standing Committees.

The Standing Committees of the Board of Directors are:

Executive Committee
 Engineering and Operations Committee
 Budget, Finance and Investment Committee
 Asset, Real Estate and Infrastructure Policy Committee
 Legal, Claims and Personnel Committee
 Water Planning, Quality and Resources Committee
 Communications, Outreach and Legislation Committee

§ 2401. Officers and Members of Standing Committees.

(a) Members, Chair, and Vice Chair of standing committees with the exception of the Executive Committee shall be appointed subject to the approval of the Executive Committee and the Board on the basis that each director, with the exception of the Chair of the Board, serve on at least two standing committees, in addition to the Executive Committee. Such appointment shall be made by the Chair of the Board unless a new Chair-elect has been selected by the Board to take office on the next January 1, in which event appointment of Chair and Vice-Chair of standing committees shall be made by the Chair-elect.

(b) Chair and Vice Chair of standing committees with the exception of the Executive Committee are to be appointed in even-numbered years at the December meeting of the Board for a two-year term commencing on January 1 of odd-numbered years. No director shall be appointed to the same committee office for more than two consecutive full terms.

(c) The Chair of the Board or the Vice Chair to whom the Chair has assigned the Chair's membership pursuant to Section 2204 is a member ex-officio, with right to vote, of all standing and special committees of the Board. However, the Chair or the Vice Chair to whom the Chair's membership has been assigned shall not be considered a member of any committee of which the officer is a member ex-officio for the purpose of determining whether a quorum of the committee is present unless the Chair or Vice Chair is actually present at the meeting of the committee.

Article 2**EXECUTIVE COMMITTEE**

Sec.

- 2410. Membership
- 2411. Selection of Non-officer Members
- 2412. Vacancy in Membership
- 2413. Term of Office for Non-officer Members
- 2414. Limitation on Service
- 2415. Officers
- 2416. Day of Regular Meeting
- 2417. Duties and Functions
- 2418. Action by Board Officers
- 2419. Subcommittee on Rules and Ethics
- 2420. Audit Subcommittee
- 2421. [Repealed]

§ 2410. Membership.

The membership of the Executive Committee shall consist of the Chair, Vice Chairs, Secretary, all past Chairs of the Board who are directors of the District, eight additional directors as nonofficer members, of which two of the eight nonofficer members shall be appointed by the Chair, and the Chairs of the six standing committees in addition to the Executive Committee, and the Chairs of the Subcommittee on Rules and Ethics and Audit Subcommittee, as ex officio members. In the event a Chair of a Standing Committee or the Subcommittee on Rules and Ethics and Audit Subcommittee is ineligible to serve on the Executive Committee because of the limitation set forth in Section 2201(c), or is otherwise ineligible or is absent, the Vice Chair of the committee shall serve.

§ 2411. Selection of Nonofficer Members.

Nonofficer members of the Executive Committee, except for the two transitional members, shall be nominated by the Nominating Committee or from the floor and elected at the December meeting of the Board. Three of the six nonofficer members shall be nominated and elected in even-numbered years and three in odd-numbered years.

§ 2412. Vacancy in Membership.

Whenever a vacancy occurs in the membership of the nonofficer members of the Executive Committee during a term of office, nominations shall be submitted to and an

election shall be held by the Board to fill the vacancy within 90 days of the date of the vacancy if there remain 90 days or more in the term at the time the vacancy occurs.

§ 2413. Term of Office for Non-officer Members.

The term of office for non-officer members shall be two years and shall commence on January 1 of the year immediately following their election.

§ 2414. Limitation on Service.

(a) Each director may be elected as a nonofficer member of the Executive Committee for not more than two consecutive full two-year terms.

(b) Subject to Section 2415, a member of the Executive Committee other than ex officio members shall not serve as the Chair of any Standing Committee other than the Executive Committee; this restriction shall not apply to any special, interim, temporary or subcommittee appointed from time to time to resolve current problems, or to meet special conditions.

§ 2415. Officers.

The Chair of the Board shall be the Chair of the Executive Committee and the Vice Chairs of the Board shall be the Vice Chairs of the Executive Committee and their terms shall be concurrent with their terms as officers of the Board.

§ 2416. Day of Regular Meeting.

The regular meeting of the Executive Committee shall be held on the third Tuesday of the month.

§ 2417. Duties and Functions.

The Executive Committee shall study, advise, and make recommendations with regard to:

(a) Public information for governmental and other entities and officials, and for the citizens of California regarding matters affecting the District's interests;

(b) Official dealings with the United States Government, the State of California or other states, member public agencies or their subagencies, foreign governments and other entities or persons in matters of public policy or other activities as deemed appropriate;

- (c) Matters relating to the Colorado River Board of California;
- (d) Major policy issues to be considered by the Board, including proposed amendments to the Metropolitan Water District Act;
- (e) Questions raised by the officers and staff in intervals between meetings of the Board and in unexpected situations and emergencies;
- (f) The terms and conditions of employment of all consultants and advisors not within the jurisdiction of other committees.
- (g) Resolution of conflicting committee recommendations pursuant to Section 2314;
- (h) Monitor the progress of, and propose modifications to, the Board's goals in light of then existing and projected future conditions;
- (i) Policies regarding annexation and the requirements, procedures, terms and conditions for annexations;
- (j) The Executive Committee shall retain ultimate responsibility for those duties as are specifically assigned to the subcommittees of the Executive Committee.
- (k) The Executive Committee shall be responsible for the oversight of the performances and activities of the Chief Executive Officer, General Counsel, and General Auditor and an annual review of the Chief Executive Officer's compensation. The Executive Committee shall evaluate the performance of the Chief Executive Officer at least annually in advance of the July Board meetings. It shall also review and approve the Chief Executive Officer's comprehensive business plan and annual goals and work objectives at the start of each fiscal year in advance of the August Board meetings.
- (l) After review and consideration of the annual assessment of, and recommendations concerning, Department Heads by the committees responsible for oversight of the performance and activities of a Department Head, the Executive Committee shall make recommendations to the Board on the salary and other compensation of Department Heads in advance of the July meetings, with any changes to be effective at the start of the payroll period nearest to July 1.
- (m) Such other matters as may be required under Division 2 of this Administrative Code.
- (n) The Executive Committee shall also:

(1) Assign and reassign the directors to the standing committees and designate the Committee Chairs and Vice Chairs, subject to approval by the Board of Directors, and to the limitations on terms of office;

(2) Designate a Board Vice Chair to act in the Board Chair's absence, failure or inability to act if the Chair has not previously made such a designation.

(3) Act on behalf of the Board in unexpected situations and emergencies, subject to subsequent approval or ratification of the actions taken whenever such approval or ratification is required by law.

(4) Provide policy guidance where appropriate to those directors and District staff members who are associated with organizations in which the District has membership.

(5) Conduct hearings on Vendors' Protests:

(i) Hearings requested pursuant to Section 8104(d), and other hearings granted on the Executive Committee's own motion, unless delegated pursuant to Section 8119 shall be held by the committee at its next regular meeting to be held at least 72 hours after filing of the notice of protest. The hearing shall be conducted in accordance with such rules as the Chair of the committee shall announce. The committee shall make a decision on the bidder's or applicant's protest, shall set forth its reasons therefor, and shall cause the Executive Secretary to serve a copy of the decision on the bidder or applicant. The decision of the committee shall be final unless the committee chooses to refer the notice of protest to the Board.

(ii) The Chair of the Executive Committee may redelegate hearings provided for under Section 2417(k)(5)(i) to a minimum of three members of the Executive Committee who shall act in place of the committee in the conduct of the hearing and who shall at the conclusion thereof make their recommendations to the full committee. Such recommendations shall be accompanied by copies of any materials submitted in evidence. Any hearing held and recommendations made pursuant to such delegated authority shall be completed in advance of the time set for the next regular meeting of the full committee following the meeting at which the matter would otherwise have been heard by the committee.

(6) Resolve disputes over inspection dates and monitor conduct of inspection trips to assure maximum effectiveness.

§ 2418. Action by Board Officers.

If, in the opinion of the Chair, it is impracticable that the full committee perform a function to be performed by the Executive Committee between regular meetings, such function may be performed by the Officers of the Board, acting at a meeting called for that purpose, with equal effect as if performed by the full committee.

§ 2419. Subcommittee on Rules and Ethics.

Within the Executive Committee there shall be a Subcommittee on Rules and Ethics, appointed by, and serving at the pleasure of, the Chair of the Executive Committee. The Subcommittee on Rules and Ethics shall:

(a) Review and approve board and committee agendas without further action by the Executive Committee. Notwithstanding the jurisdiction of standing committees in this Code, the Subcommittee on Rules and Ethics shall have the authority to direct which committee shall consider an item;

(b) Review and approve the scheduling of board and committee meetings;

(c) Study, advise and make recommendations with regard to policies and procedures to be considered by the Board or committees thereof, except for proposed amendments to the Metropolitan Water District Act or this Code affecting the organization and personnel policies of the District, the acquisition, ownership and sale of land by the District, or other policy matters within the jurisdiction of a specific standing committee.

(d) Study, advise and make recommendations to the Executive Committee regarding Metropolitan's ethics program.

§ 2420. Audit Subcommittee

Within the Executive Committee there shall be an Audit Subcommittee, appointed by, and serving at the pleasure of, the Chair of the Executive Committee. The Audit Subcommittee shall study, advise and make recommendations to the Executive Committee with regard to:

(a) All reports of the General Auditor and external auditors, including the audited financial statements of the District;

(b) The Audit Department's annual business plan and annual budget;

(c) The selection of candidates for consideration by the Executive Committee to serve as the General Auditor and the selection of the Assistant General Auditor, as well as the external auditors or special audit consultants, and the determination of the scope of their assignments;

(d) Requests from other committees of the Board for audits and reviews not included in annual business plan; and,

(e) The subcommittee shall be responsible for the oversight of the General Auditor's performance and activities. It shall evaluate the performance of the General Auditor at least annually in advance of the July Board meetings. The results of that evaluation shall be provided to the Executive Committee for consideration as part of its annual review of the General Auditor's compensation. It shall also review and approve the comprehensive business plan and annual goals and work objectives of the General Auditor and the Audit Department at the start of each fiscal year in advance of the August Board meetings

Article 3

ENGINEERING AND, OPERATIONS COMMITTEE

Sec.

2430. Day of Regular Meeting

2431. Duties and Functions

§ 2430. Day of Regular Meetings.

The regular meetings of the Engineering and Operations Committee shall be held on the Monday preceding regular Board meetings.

§ 2431. Duties and Functions.

The Engineering and Operations Committee shall study, advise and make recommendations with regard to:

- (a) Plans, specifications and bids;
- (b) The initiation, scheduling, contracting, and performance of construction programs and work, and the equipment or materials to be used, replaced, disposed of, or salvaged;
- (c) The operation, protection, and maintenance of the plants and facilities required for the production, exchange, sale, storage, treatment, and delivery of water and power and for the storage and treatment of water; and for the distribution of electrical energy to the aqueduct pumping plants;
- (d) The providing of storage and distribution facilities and connections for the delivery of water;
- (e) Such matters as may come to its attention on inspection trips of the aqueduct works which the committee shall make at least once a year;
- (f) Construction claims;
- (g) Engineering aspects of State Water Project facilities;
- (h) The selection of engineering and geologic consultants and the determination of the scope of their assignments;

- (i) Energy matters in general;
 - (j) Water treatment technologies for complying with drinking water regulations;
- and,
- (k) Proposed amendments to the Metropolitan Water District Act and Code affecting the engineering and operations functions of the District.

Article 4

BUDGET, FINANCE AND INVESTMENT COMMITTEE

Sec.

2440. Day of Regular Meeting

2441. Duties and Functions

§ 2440. Day of Regular Meetings.

The regular meetings of the Budget, Finance and Investment Committee shall be held on the Monday preceding regular Board meetings.

§ 2441. Duties and Functions.

The Budget, Finance and Investment Committee shall study, advise and make recommendations with regard to:

- (a) Preparation of budgets;
- (b) Policies and procedures related to budget development and cost containment;
- (c) Sale of bonds and borrowing and repayment of money;
- (d) Disposition and investment of funds;
- (e) Authorization of appropriations;
- (f) The determination of revenues to be obtained through sales of water, water standby or availability of service charges, and the levying of taxes;
- (g) The financial impact and requirements of policies concerning annexation;
- (h) The financial aspects of the District's risk management program;

- (h) Questions pertaining to insurance coverage and self-insurance;
- (j) The selection of financial and insurance consultants and the determination of the scope of their assignments;
- (k) Form and contents of accounts, financial reports, and financial statements;
- (l) Proposed amendments to the Metropolitan Water District Act affecting the finance and insurance functions of the District;
- (m) Goals and objectives related to financial planning for Metropolitan, including but not limited to revenues, operating expenses, reserve policies, internally funded construction, debt management, investments and capital financing strategies;
- (n) The selling prices of water and conditions governing sales of water;
- (o) Costs and accounting procedures relating to the District's and other state water service contracts;
- (p) Policies regarding the sale of water for various uses;
- (q) Policies regarding allocation of water standby or availability of service revenue requirements among member public agencies;
- (r) Water standby or availability of service charges within the District;
- (s) Review and make recommendations regarding determinations by the chief Executive Officer with respect to appeals concerning readiness-to-serve charges, new demand charges, and connection maintenance charges, and report its recommendations, as appropriate, to affirm or reverse the Chief Executive Officer's determinations.
- (t) Review and make recommendations regarding appeals from determinations by the Chief Executive Officer to deny or qualify an application for exemption from the water standby charge, and report its recommendations, as appropriate, to affirm or reverse the Chief Executive Officer's determinations.

Article 5

ASSET, REAL ESTATE AND INFRASTRUCTURE POLICY COMMITTEE

Sec.

2450. Day of Regular Meetings

2451. Duties and Functions

§ 2450. Day of Regular Meetings

The regular meetings of the Asset, Real Estate and Infrastructure Policy Committee shall be held on the Monday preceding regular Board meetings.

§ 2451. Duties and Functions

The Asset, Real Estate and Infrastructure Policy Committee shall study, advise and make recommendations with regard to:

- (a) Proposed amendments to the Metropolitan Water District Act and Code affecting the acquisition, ownership and sale of land by the District;
- (b) Proposed rules and proposals regarding business development opportunities, including real property and intellectual property transactions;
- (c) Policies for the acquisition of rights-of-way;
- (d) The purchase, sale, and leasing of land and buildings, including the performance of oversight and coordination of the District's various office and garage space needs, but excluding the development of recreational facilities at Diamond Valley Lake;
- (e) The incidental use of land in farming operations and otherwise;
- (f) The operation and maintenance of buildings;
- (g) The selection of appraisers and the determination of the scope of their assignments;
- (h) The purchase, management and disposition of personal property assets such as equipment and vehicles;
- (i) Approval and oversight of facilities master plans, including budgeting for capital improvements and long-term facilities commitments; and,

(j) Approval and oversight of information technology strategies, projects and activities, including budgeting and tracking of information technology resources and asset management.

Article 6

LEGAL, CLAIMS AND PERSONNEL COMMITTEE

Sec.

- 2460. Day of Regular Meetings
- 2461. Duties and Functions
- 2462. [Repealed]

§ 2460. Day of Regular Meeting.

The regular meetings of the Legal, Claims and Personnel Committee shall be held on the Monday preceding regular Board meetings.

§ 2461. Duties and Functions.

The Legal, Claims and Personnel Committee shall study, advise and make recommendations with regard to:

- (a) Litigation and claims brought by or against the District;
- (b) Condemnation matters, when they involve settlements requiring Board approval and inverse condemnation matters;
- (c) Public liability insurance matters, including self-insurance aspects, and matters pertaining to errors and omissions insurance;
- (d) Policy considerations concerning District contracts;
- (e) The selection of candidates for consideration by the Executive Committee to serve as the General Counsel and Assistant General Counsel and the determination of the scope of the assignments of the General Counsel;
- (f) The selection of special counsel and the determination of the scope of their assignments;
- (g) Proposed amendments of the Metropolitan Water District Act and the Public Employees' Retirement Law, legislation dealing with public agencies, and proposed District ordinances;

(h) The organization and contents of the Code and proposed amendments to the Metropolitan Water District Act and Code affecting the organization and personnel policies of the District;

(i) Legal aspects and legal consequences of executed memorandum of understanding between the Chief Executive Officer and an organization representing employees;

(j) The oversight of the General Counsel's performance and activities. It shall evaluate the performance of the General Counsel at least annually in advance of the June Board meetings. The results of that evaluation shall be provided to the Executive Committee for consideration as part of its annual review of the General Counsel's compensation. It shall also review and approve the comprehensive business plan and annual goals and work objectives for the General Counsel and the Legal Department at the start of each fiscal year in advance of the August Board meetings.

(k) The form of the District's organization and the flow of authority and responsibility;

(l) Periodic independent reviews and studies of the organization, classification of positions, job duties, salaries, and salary ranges;

(m) Relations between the District and its employees including all matters affecting wages, hours, pension plans and other employee benefits, and other terms and conditions of employment;

(n) Areas of special concern to the District and its employees, including, but not limited to equal employment opportunity, affirmative action, and work rules pertaining to the health and safety of employees; and,

(o) Policies and rules regarding the employment, discipline and discharge of District officers and employees;

Article 8

WATER PLANNING, QUALITY AND RESOURCES COMMITTEE

Sec.

2480. Day of Regular Meetings

2481. Duties and Functions

§ 2480. Day of Regular Meeting.

The regular meetings of the Water Planning, Quality and Resources Committee shall be held on the Monday preceding regular Board meetings.

§ 2481. Duties and Functions.

The Water Planning, Quality and Resources Committee shall study, advise, and make recommendations with regard to:

(a) Policies, sources, and water quality standards and means of importing and distributing water, transferring water, and wheeling water as required by the District;

(b) Changes in the District's aqueduct system to provide for the changing needs of the District's member agencies;

(c) Policies and procedures regarding the delivery and exchange of water for various uses;

(d) Policies regarding water conservation, reclamation, reuse and underground storage of water and use thereof;

(e) Proposed amendments to the Metropolitan Water District Act affecting the water quality, or annexation policies of the District;

(f) Study, advise and make recommendations regarding the protection of the District's water supply from, and mitigation of the impacts of water development on, the /Bay/Delta Estuary;

(g) Study, advise and make recommendations regarding comprehensive solutions to Bay/Delta Estuary problems which will benefit water supply reliability, water quality and environmental and other beneficial instream uses of the waters of the Bay/Delta Estuary;

(h) Study, advise and make recommendations regarding the Integrated Resource Planning Process;

(i) Consider the effect of existing and proposed federal, state, and local governmental, water supply and water conveyance statutes and regulations on the District's interest in the Bay/Delta Estuary;

(j) Consider the effect on the District of existing and proposed federal, state, and local water quality and environmental statutes and regulations; and,

(k) Study, advise, and make recommendations regarding environmental compliance and requirements.

Article 9**COMMUNICATIONS, OUTREACH AND LEGISLATION COMMITTEE**

Sec.

2490. Day of Regular Meetings

2491. Duties and Functions

§ 2490. Day of Regular Meeting.

The regular meetings of the Communications, Outreach and Legislation Committee shall be held on the Tuesday of regular Board meetings.

§ 2491. Duties and Functions.

The Communications, Outreach and Legislation Committee shall study, advise and make recommendations to the Board with regard to, and in the following manner:

(a) Review and make recommendations based upon presentations of the Chief Executive Officer regarding proposals for State and Federal legislation, or amendments thereto, that may affect the District, and coordinate such review with other Committees of the Board;

(b) Review staff and Board members' recommendations for positions on such legislation;

(c) Consider the need for new legislation as identified by members of the Board or the Chief Executive Officer;

(d) Coordinate with the Chief Executive Officer opportunities for members of the Board to assist in efforts to inform members of the Legislature or the Congress with regard to proposed legislation and other outreach activities;

(e) Review the effectiveness of legislative advocacy efforts by staff and members of the Board;

(f) Review the effectiveness of Metropolitan's external affairs, and general communications efforts;

(g) Provide direction to the External Affairs Group to ensure pro-active, timely messages, which reflect Board policies, and Metropolitan programs and activities to the member agencies and the general public;

(h) The selection of public information consultants and the determination of the scope of their assignment.

Chapter 5

OTHER COMMITTEES: MISCELLANEOUS COMMITTEE MATTERS

Article	Sec.
1 Special Committees	2500
2 Nominating Committee	2520
[3 Repealed	2530]
[4 Repealed	2540]
[5 Repealed	2550]
[6 Repealed	2560]
[7 Repealed	2570]
[7.5 Repealed	2575]
[8 Repealed	2580]
[8.5 Repealed	2585]
[9 Repealed	2590]
[10 Repealed	2595]

Article 1

SPECIAL COMMITTEES

Sec.

2500. General

§ 2500. General.

Special committees may be created by the Board to undertake special assignments on behalf of the Board and shall report directly to the Board unless otherwise directed. A special committee shall continue in existence indefinitely. Unless otherwise specified, members of a special committee shall be appointed by the Chair of the Board and shall serve at the Chair's pleasure.

Article 2**NOMINATING COMMITTEE**

Sec.

- 2520. Membership
- 2521. Term of Members
- 2522. Duties and Functions

§ 2520. Membership.

Seven directors selected at large. Four members of the Nominating Committee shall be appointed at the February meeting of the Board in odd-numbered years, and three members shall be appointed at the February meeting of the Board in even-numbered years, by the Chairman of the Board with the approval of the Executive Committee and the Board. With the exception of its ex officio members, no member of the Executive Committee shall be eligible to serve as a member of this Nominating Committee.

§ 2521. Term of Members.

The term of members of the Nominating Committee shall be two years beginning on March 1 immediately following the member's appointment for a regular term. No member of the Nominating Committee shall serve more than two consecutive full terms.

§ 2522. Duties and Functions.

(a) The Nominating Committee shall nominate members for the offices of Chairman and Secretary of the Board, and non-officer members of the Executive Committee so as to provide, insofar as practical, adequate regional representation for the benefit of the entire District. More than one member may be nominated for each of the offices.

(b) The Nominating Committee shall establish procedures for the fair and impartial election of members to the offices of Chairman and Secretary of the Board including, but not limited to, sponsorship of forums for communication of the views of the candidates to Board members. Nominations by the committee shall be made at the meeting of the Board at which an election is scheduled. Written notice of any proposed nomination shall be given by the committee to each director at least 20 days prior to the scheduled date of the election.

(c) Members of the Nominating Committee may be nominated by the committee. If a member is under consideration, he shall be so advised by the committee and shall

immediately cease further participation in the committee's deliberations and action on that office.