



● **Executive Committee**

6/22/2010 Committee Meeting

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**Subject**

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History of selection of Board Vice Chairs and history of Executive Committee membership

**Description**

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At its meeting on May 25, 2010, the Executive Committee requested the history of the selection of the Vice Chairs of the Board of Directors and the history of the membership of the Executive Committee. The history presented for both the Vice Chairs and the Executive Committee begins on July 19, 1976 when the Board adopted recommendations of the Ad Hoc Committee to Study Committee Functions on Proposed Changes set forth in the document entitled "Organization and Procedures of the Board of Directors" dated July 2, 1976.

The July 1976 action established three Vice Chair positions that were to provide, insofar as practical, adequate regional representation for the benefit of the entire Metropolitan Water District of Southern California (Metropolitan). Each of the three Vice Chairs had equal status and was elected by the Board, after nomination by the Special Nominating Committee, to serve a two-year term. A Director was limited to serving two successive full two-year terms as Vice Chair.

In November 1992 a fourth Vice Chair position was added, with two Vice Chairs elected in even years and two elected in odd years. Each Vice Chair was to be a communicator for a specified region of Metropolitan.

In December 1994 a fifth Vice Chair position was added, and the selection for Directors for the Vice Chair position was now to be made without regard to the regions represented. The Vice Chairs were directed to act in the Chair's absence and were elected by the Board to serve two-year terms.

In June 1999 the number of Vice Chair positions was reduced to one position appointed by the Chair to serve at the Chair's pleasure, with an existing position of Vice Chair with an unexpired office as of January 1, 1999 to remain in office until the expiration of that term at the end of that year. The Chair was to assign one or more specified duties, in addition to serving in the Chair's absence, to the Vice Chairs.

At the December 1999 board meeting, it was determined that both of the current Vice Chairs were needed, and two Vice Chair positions were authorized, both selected by the Chair and serving at the Chair's pleasure. The Vice Chairs gained ex officio membership on standing and special committees in February 2000.

The current authorization of four Vice Chairs selected by the Chair, with the approval of the Executive Committee and the Board, serving at the Chair's pleasure was instituted by Administrative Code changes approved by the Board in January 2005. The selections for the Vice Chair positions are made without regard to represented regions; each Vice Chair can act in the Chair's absence, failure or inability to act; each is assigned duties by the Chair; and each has ex officio members on standing or special committees as set forth in the Administrative Code.

With regard to membership on the Executive Committee, the July 19, 1976 board action established membership on the committee as the Chair, Vice Chair, Secretary of the Board and six additional nonofficer members elected by the Board. The nonofficer members were nominated by a Special Committee selected for this purpose or from the floor and served contemporaneously with the elected officers. The immediate past Chair of the Board was added to the committee, and it was provided that three of the nonofficer members were to be elected in even years and three in odd years, in March 1978. In November 1979, a provision was added to ensure that the elected members of the committee did not exceed two full consecutive terms in office.

An action in September 1980 confirmed the existing composition of the Executive Committee, and that the nonofficer members served two-year terms commencing on January 1 of the year immediately following their election.

In September 1982 the Chairs of the standing committees became ex officio members of the Executive Committee, and in November 1988 all past Chairs that were still on Metropolitan’s Board became ex officio members of the Executive Committee.

A June 1999 action of the Board, that became permanent in November 1999, added two nonofficer members appointed by the Chair to the Executive Committee, bringing the number of nonofficer members to eight.

The chairs of the Subcommittee on Rules and Ethics and the Audit Subcommittee were added to the Executive Committee in January 2002 and eliminated from membership in January 2005.

A June 2006 action eliminated the two nonofficer members selected by the Chair. Changes to the Administrative Code approved in February 2007 eliminated all nonofficer members of the Executive Committee, creating the current composition of the Executive Committee as the Chair, Vice Chairs, Secretary of the Board, standing committee Chairs, and past Board Chairs who are Metropolitan Directors.

For the Committee’s information, **Attachment 1** is a table setting forth the history of the selection of the Board Vice Chairs and **Attachment 2** is a table setting forth the history of the membership of the Executive Committee.

**Policy**

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Board officers and Executive Committee membership

**Fiscal Impact**

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None

	6/9/2010
Karen L. Tachiki General Counsel	Date
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	6/14/2010
Jeffrey Lightlinger General Manager	Date

**Attachment 1 – History of Selection of Board of Director Vice Chairs**

**Attachment 2 – History of Membership on the Executive Committee**

**History of Selection of Board of Director Vice Chairs**  
**(Administrative Code §§2200, 2202, 2204)**

<b>Date</b>	<b>No.</b>	<b>Selection Process</b>	<b>Duties</b>	<b>Term</b>
Jan. 11, 2005 to <b>Present Day</b>	4	Selected by Chair, with approval of Executive Committee and Board. Serves at pleasure of the Chair. Selections without regard to regions represented	Act in Chair's absence, failure or inability to act. Duties assigned by Chairs. Ex officio membership on standing or special committees as set forth in Administrative Code	At Chair's pleasure.
Feb. 8, 2000			Instituted ex officio membership of Vice Chairs on standing and special committees	
Dec. 14, 1999	2	Both Vice Chairs made permanent positions—both serving at the Chair's pleasure		At Chair's pleasure.
June 8, 1999	1	Serves at Chair's pleasure, but existing Vice Chair in office with unexpired term as of January 1, 1999 to remain in office until the expiration of that term of office.	Vice Chair selected by Chair to act in the Chair's absence, failure or inability to act. The Chair is to assign one or more duties of the Chair to the Vice Chair selected by the Chair and the Vice Chair with the unexpired term.	At Chair's pleasure.
Dec. 14, 1994	5	Selections for Vice Chairs to be made <i>without</i> regard to regions represented instituted	Vice Chairs to act in the Chair's absence, failure or inability to act.	Elected for two-year terms. Three of the Vice Chairs to be elected in even-numbered years at November meeting of the Board, and two in odd-numbered years at the November meeting of the Board.
Nov. 10, 1992	4	Added a Vice Chair, for a total of four Vice Chairs, with two Vice Chairs elected in even years and two elected in odd years.	Each Vice Chair to be a communicator for a specified region of the District.	Elected for two-year term.

<b>Date</b>	<b>No.</b>	<b>Selection Process</b>	<b>Duties</b>	<b>Term</b>
Oct. 14, 1980	3	Provided that <b>no</b> member of the Board shall be elected as Chair, Vice Chair, or Secretary of the Board or nonofficer member of the Executive Committee or any combination thereof for more than two consecutive full two-year terms, except that any member may be elected to the office of chair for two consecutive full two-year terms without regard to previously held office.		Elected for two-year term.
July 19, 1976	3	Special Nominating committee nominates members for the office of Vice Chair, to provide, insofar as practical, adequate regional representation of the benefit of the entire District	Each of the three Vice Chairs to be of equal status, and each to serve for a period of two years, contemporaneous to the term of the Chair. The Chair, or the Executive Committee, in the Chair's absence, to designate a Vice Chair to act in the Chair's absence, failure or inability to act.	Elected for two-year term, to be served contemporaneously with the Chair. Limited to two successive full two-year terms.

### History of Membership on the Executive Committee

Date	Executive Committee Membership
February 13, 2007	<p>Eliminated from membership the six nonofficer members nominated by the Nominating Committee or the floor and elected at the December meeting of the Board and Chairs of Special Committees and other committees whose membership is specifically directed by the Board</p> <p><b>Committee Composition:</b> Chair, Vice Chairs, Secretary, Standing Committee Chairs, Past Board Chairs who are directors of the District</p>
June 13, 2006	<p>Reduced the number of nonofficer members from eight to six by eliminating the two nonofficer members appointed by the Chair</p> <p><b>Committee Composition:</b> Chair, Vice Chairs, Secretary, Standing Committee Chairs, Past Board Chairs who are directors of the District, Chairs of Special Committees and other committees whose membership is specifically directed by the Board, and six nonofficer members elected by the Board</p>
January 11, 2005	<p>Eliminated from membership the Chairs of the Ethics Subcommittee and Audit Subcommittee</p> <p><b>Committee Composition:</b> Chair, Vice Chairs, Secretary, Standing Committee Chairs, Past Board Chairs who are directors of the District, Chairs of Special Committees and other committees whose membership is specifically directed by the Board, and eight nonofficer members, with six elected by the Board and two appointed by the Chair.</p>
March 11, 2003	<p>Reference to membership of the Chair of the Subcommittee on Rules and Ethics changed to reflect the new name of this committee, the Ethics Subcommittee, and added membership of the chairs of special committees whose membership on the Executive Committee is specifically directed by the Board.</p>
January 2, 2002	<p>Added to Executive Committee membership the Chairs of the Subcommittee on Rules and Ethics and Audit Subcommittee</p>
November 16, 1999	<p>The two transitional nonofficer members of the committee appointed by the Chair were made into permanent positions of the committee, bringing the total number of nonofficer members on the committee to eight.</p>
June 8, 1999	<p>Added two nonofficer members appointed by the Chair to the committee, with terms to expire on January 1, 2000, bringing the total number of nonofficer members on the committee to eight.</p>

November 8, 1988	Provided that all directors who have previously served as Board Chair are ex officio members of the committee, rather than just the immediate past Board Chair.
September 10, 1982	<p><b>Added the chairs of the standing committees to the Executive Committee as ex officio members.</b></p> <p><b>Composition of the Executive Committee:</b></p> <p>Chair, Vice Chairs, Secretary, immediate past chair, six elected members, the chairs of the standing committees in addition to the Executive Committee, as ex officio members.</p>
July 13, 1982	Modified terms of the six elected members of the Executive Committee to restore balance of three being elected in even years and three being elected in odd years. The elections had become unbalanced with four up for election in 1982 and two up for election in 1983.
September 29, 1980	<b>Established Composition of Executive Committee as:</b> Chair, Vice Chairs, Secretary, immediate past Chair, and six additional directors nominated by the Special Nominating Committee or from the floor, for two-year terms, with three elected in even years and three elected in odd years, with terms commencing on January 1 of the year immediately following their election.
November 1, 1979	Provision added to ensure that the elected members of the Executive Committee do not exceed two full consecutive terms in office.
March 14, 1978	<b>Added the immediate past Chair of the Board</b> to the Executive Committee and provided that with regard to the six elected members, three are to be elected in even years and three are to be elected in odd years. Nominations are to be made at the December meeting of the Board in advance of the new term of office, and within 90 days of a vacancy that occurs in this office
July 19, 1976	Adopted Recommendations of Ad Hoc Committee to Study Standing Committee Functions on Proposed Changes in “Organization and Procedures of the Board of Directors”, dated July 2, 1976 for the following <b>Composition of the Executive Committee:</b> Chair, Vice Chairs, Secretary, six additional elected members nominated by a Special Committee selected for the purpose, or from the floor (also referred to as “nonofficer members”), to serve contemporaneously with the elected officers. A member of the Executive Committee shall not serve as the Chair of any Standing Committee, but this restriction shall not apply to any interim, temporary or subcommittee appointed from time to time to resolve current problems or to meet special conditions.