



- Board of Directors
Executive Committee

12/14/2010 Board Meeting

7-3

Subject

Amend Metropolitan Water District Administrative Code regarding composition of the Executive Committee

Description

At its meeting on October 12, 2010, the Board affirmed the recommendation of the Executive Committee that two nonofficer directors be elected to serve on the Executive Committee, with membership on the Executive Committee limited to not more than 15 directors. With the addition of the two nonofficer members, the composition of the Executive Committee consists of the Chair, Vice Chairs, and Secretary, all past Chairs of the Board who are directors of the District, the chairs of the standing committees in addition to the Executive Committee, and two additional elected nonofficer members. The amendments to the Administrative Code to effect this change to Executive Committee membership also include provisions similar to those existing prior to the deletion of nonofficer members of the Executive Committee. The Administrative Code changes provide for the election of the nonofficer members at the January board meeting, for two-year terms and a limitation of service for nonofficer members of this committee of not more than two consecutive full two-year terms. The proposed amendments are set forth in [Attachment 1](#), with overstrikes reflecting deletions and underlining reflecting additions. [Attachment 2](#) sets forth the sections as they would now appear in the Administrative Code.

Policy

Metropolitan Water District Administrative Code Sections 2410 et seq.: Executive Committee

California Environmental Quality Act (CEQA)

CEQA determination for Options #1 and #2:

The proposed action is not defined as a project under CEQA because it 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 CEQA pursuant to Sections 15378(b)(2) and 15061(b)(3) of the State CEQA Guidelines.

Board Options

Option #1

Adopt the CEQA determination and approve the changes to the Administrative Code set forth in [Attachment 1](#) to reflect the new structure of the Executive Committee.

Fiscal Impact: None

Business Analysis: To accommodate proposed committee structure changes

Option #2

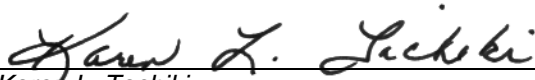
Adopt the CEQA determination and approve the changes to the Administrative Code set forth in **Attachment 1**, with modifications approved by the Board, and to make conforming changes throughout the Administrative Code wherever the new committees are referenced.

Fiscal Impact: None

Business Analysis: To accommodate proposed committee structure changes

Staff Recommendation

Option #1

 11/22/2010

Karen L. Tachiki Date
General Counsel

 11/23/2010

Jeffrey Kightlinger Date
General Manager

Attachment 1 – The Administrative Code of The Metropolitan Water District of Southern California (showing additions and deletions)

Attachment 2 – The Administrative Code of The Metropolitan Water District of Southern California (changed provisions only)

Article 2**EXECUTIVE COMMITTEE**

Sec.

2410. Membership

[2411. Selection of Nonofficer Members](#)

[2412. Term of Office for Nonofficer Members](#)

[2413. Limitation of Service](#)

241~~14~~. Officers

241~~25~~. Day of Regular Meetings

241~~36~~. Duties and Functions

241~~47~~. Action by Board Officers

§ 2410. Membership.

The ~~membership of the~~ Executive Committee [shall have a maximum of 15 members and shall consist of the Chair, Vice Chairs, Secretary, all past Chairs of the Board who are directors of the District, ~~and~~ the Chairs of the ~~six~~-standing committees in addition to the Executive Committee, ~~and two additional directors as nonofficer members.~~](#)

[2411. Selection of Nonofficer Members.](#)

[The two nonofficer members of the Executive Committee shall be nominated from the floor and elected at the January meeting of the Board.](#)

[§ 2412. Term of Office for Nonofficer Members.](#)

[The term of office for nonofficer members shall be two years and shall commence as of the date of their election at the January meeting of the Board.](#)

[§ 2413. Limitation on Service.](#)

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

§ 241~~14~~. 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.

§ 241~~25~~. Day of Regular Meeting.

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

§ 24136. Duties and Functions.

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

- (1) Public information for governmental and other entities and officials, and for the citizens of California regarding matters affecting the District's interests;
- (2) Official dealings with the United States Government, the State of California or other states, member public agencies or their sub-agencies, foreign governments and other entities or persons in matters of public policy or other activities as deemed appropriate;
- (3) Policies and procedures to be considered by the Board or committees thereof, except for policy matters within the jurisdiction of a specific standing committee;
- (4) Matters relating to the Colorado River Board of California;
- (5) Major policy issues to be considered by the Board, including proposed amendments to the Metropolitan Water District Act;
- (6) Questions raised by the officers and staff in intervals between meetings of the Board and in unexpected situations and emergencies.
- (7) The terms and conditions of employment of all consultants and advisors not within the jurisdiction of other committees;
- (8) Resolution of conflicting committee recommendations pursuant to § 2314;
- (9) The progress of, and propose modifications to, the Board's goals in light of then existing and projected future conditions; and
- (10) Such other matters as may be required by Division II of this Code.

(b) The Executive Committee shall:

(1) Review and approve board and committee agendas and, notwithstanding the jurisdiction of the other standing committees in the Code, have the authority to direct which committee shall consider an item;

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

(3) Be responsible for the oversight and management of the organization including, but not limited to, the form of the District's organization and the flow of the authority and responsibility. This includes monitoring and overseeing the duties and responsibilities of management; and

(4) Consider the effectiveness of the District's internal control system, including information technology security and control.

(c) The Executive Committee shall retain ultimate responsibility for those duties as are specifically assigned to the subcommittees of the Executive Committee.

(d) The Executive Committee shall be responsible for the oversight of the performances and activities of the General Manager, and an annual review of the compensation of the General Manager, General Counsel, General Auditor and Ethics Officer. The Executive Committee shall evaluate the performance of the General Manager at least annually in advance of the July Board meetings. It shall also review and approve the General Manager's comprehensive business plans and annual goals and work objectives of the General Manager, at the start of each fiscal year in advance of the July Board meetings.

(e) After its review and consideration of the annual assessment of, and recommendations concerning Department Heads, including the annual assessment and recommendations of the Legal and Claims Committee concerning the performance of the General Counsel and the Audit and Ethics Special Committee concerning the performance of the General Auditor and Ethics Officer, 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.

(f) The Executive Committee shall also:

(1) 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.

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

(3) Conduct hearings on vendors' protests:

(i) Hearings requested pursuant to Section 8142(d), and other hearings granted on the Executive Committee's own motion, unless delegated pursuant to Section 8148 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 Board 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 re-delegate hearings provided for under subparagraph (i) above 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.

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

| **§ 24147. 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.

Article 2**EXECUTIVE COMMITTEE**

Sec.

- 2410. Membership
- 2411. Selection of Nonofficer Members
- 2412. Term of Office for Nonofficer Members
- 2413. Limitation of Service
- 2414. Officers
- 2415. Day of Regular Meetings
- 2416. Duties and Functions
- 2417. Action by Board Officers

§ 2410. Membership.

The Executive Committee shall have a maximum of 15 members and shall consist of the Chair, Vice Chairs, Secretary, all past Chairs of the Board who are directors of the District, the Chairs of the standing committees in addition to the Executive Committee, and two additional directors as nonofficer members.

2411. Selection of Nonofficer Members.

The two nonofficer members of the Executive Committee shall be nominated from the floor and elected at the January meeting of the Board.

§ 2412. Term of Office for Nonofficer Members.

The term of office for nonofficer members shall be two years and shall commence as of the date of their election at the January meeting of the Board.

§ 2413. Limitation on Service.

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

§ 2414. 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.

§ 2415. Day of Regular Meeting.

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

§ 2416. Duties and Functions.

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

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- (2) Official dealings with the United States Government, the State of California or other states, member public agencies or their sub-agencies, foreign governments and other entities or persons in matters of public policy or other activities as deemed appropriate;
- (3) Policies and procedures to be considered by the Board or committees thereof, except for policy matters within the jurisdiction of a specific standing committee;
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- (7) The terms and conditions of employment of all consultants and advisors not within the jurisdiction of other committees;
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