

REGIONAL WATER AUTHORITY POLICIES AND PROCEDURES MANUAL

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REGIONAL WATER AUTHORITY PROCEDURES FOR SELECTION OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS AND THE CHAIR AND VICE-CHAIR OF THE EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS

Background

The Joint Exercise of Powers Agreement (“JPA”) under which the Regional Water Authority (“RWA”) was formed and operates provides for the selection of (1) the members of the Executive Committee of the Board of Directors, and (2) the Chair and Vice-Chair of the Board of Directors. (See Articles 10 and 18, respectively, of the JPA.) The Board of Directors will follow the procedures set forth in this document for the nomination and election of the members of the Executive Committee and the Chair and Vice-Chair. This document may be amended at any time by the Board of Directors.

In accordance with Article 8 of the JPA, each Member and Contracting Entity (as defined in Article 3 of the JPA) have two representatives on the Board of Directors, either of whom may cast a single vote on behalf of his or her Member or Contracting Entity. It will be the responsibility of a Member and Contracting Entity to notify RWA in writing from time to time of (1) its designated representatives to the Board of Directors, including alternates who may act in the absence of a representative, and (2) the priority for voting of its representatives to the Board of Directors of RWA. In the absence of such written notification, the Secretary of RWA will determine that an elected representative of a Member will have voting priority over the Member’s non-elected representative to the Board of Directors, and a Member or Contracting Entity’s senior management staff will have priority over the Member or Contracting Entity’s junior management staff, in the event that the Member or Contracting Entity’s two representatives disagree as to who should cast a vote on behalf of the Member or Contracting Entity concerning a particular matter. These rules shall also apply in the case of nominations under this Policy.

Reference in this document to a majority vote of the Board of Directors will refer

to the affirmative vote of a majority of the representatives (one for each Member and Contracting Entity) on the Board of Directors who are entitled to vote on a matter and who are present at the Board meeting during the vote. A seat on the Board of Directors of RWA will become vacant when a representative of a Member or Contracting Entity no longer meets the qualifications set forth in Article 8 of the JPA, or upon the happening of any of the events set forth in Government Code section 1770.

The Executive Committee will be a standing committee of the Board of Directors of RWA, and will be selected as individuals from the membership of the Board of Directors, except that, no Member or Contracting Entity of RWA will have more than one representative on the Executive Committee.

Executive Committee meetings will be open to the public (except for authorized closed sessions), noticed and conducted in accordance with applicable law. A majority of all of the members of the Executive Committee (i.e., five members on a nine-member Executive Committee) will (a) constitute a quorum for the purpose of transacting business, and (b) be required for an affirmative vote to take action.

Members of the RWA Board of Directors who are not members of the Executive Committee may attend an Executive Committee meeting only as observers, and they will not participate in the committee meeting, ask questions or sit with the committee members at the Board table. (See subsection (c)(6) of Government Code section 54952.2 and 81 Ops.Cal.Atty.Gen. 156 (1998).)

In accordance with the Brown Act (Government Code section 54952), the Executive Committee will comprise less than a quorum of the number of members of the Board of Directors. The Executive Committee of RWA will consist of nine members, subject to the Board of Directors approving a smaller odd-number of members of the Executive Committee to avoid a violation of the Brown Act. These procedures assume that the Executive Committee will comprise nine members.

The election of the Chair, Vice-Chair, and members of the Executive Committee will generally follow the three-step process described in this Policy: (a) election of a new Chair at a meeting held near the end of the calendar year; (b) receipt of nominations for Vice-Chair and members of the Executive Committee; and (c) election of a slate of nominees for Vice-Chair and members of the Executive Committee.

I. Election of the Incoming Chair and Identification of Candidates for Vice-Chair and the Executive Committee

1. At a meeting held prior to December 31 of each year, the Board of

Directors will elect the Incoming Chair for the next year. The current Chair shall conduct the election. The Incoming Chair's term will commence on the January 1 following the Board meeting.

2. To elect the Incoming Chair, the Board of Directors will vote on the question, "Shall the current Vice-Chair of the Board of Directors be elected Chair?" If the current Vice-Chair is unable to serve, or if the Vice-Chair is not elected as Incoming Chair by a majority of the Board of Directors, then another Incoming Chair shall be nominated by motion and elected by at least a majority vote.
3. The Chair or the Chair's designee will then conduct a roll call of Directors to state their candidacy for Vice-Chair and the Executive Committee. Each Director may make an oral presentation of not more than two minutes concerning the Director's qualifications to serve as Vice-Chair or as a member of the Executive Committee. A Director who is not present may not be included as a candidate unless the Director or the RWA entity that he or she represents has notified the current Chair that the Director wishes to be included as a candidate.

II. Nomination of Candidates for Vice-Chair and the Executive Committee

1. If only one candidate was identified for Vice-Chair, then that candidate shall be deemed the nominee for Vice-Chair. If there were only three candidates identified for members of the Executive Committee, then those three candidates shall be deemed the nominees for those offices. If the nominees for Vice-Chair or Executive Committee are not determined under this step, then the Executive Director or designee shall conduct the nomination of candidates for the unfilled office or offices as described below.
2. The Executive Director shall prepare and distribute to each RWA Member or Contracting Entity a written nomination form listing the Directors who were previously identified as candidates. The nomination form shall request that each RWA Member or Contracting Entity nominate a Vice-Chair and three members of the Executive Committee by ranking as candidates as they wish in order of preference. Candidates for Vice-Chair shall also be listed as candidates for the Executive Committee on the nomination form.

Example Nomination Form:¹

¹ The examples presented in this policy are illustrative and not binding.

Nomination Form

Name of RWA Member of Contracting Entity: _____

Please rank each of the candidates below in order of preference from highest to lowest and return this form to the RWA Executive Director no later than _____ (date).

Candidates for Vice-Chair	1st	2nd	3rd
Candidate A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Candidate B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Candidate C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Candidates for Executive Committee	1st	2nd	3rd	4th	5th	6th	7th
Candidate A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Candidate B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Candidate C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Candidate D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Candidate E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Candidate F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name of Agency Representative: _____

Signature of Agency Representative: _____

3. Nomination forms shall be completed, signed, and returned to the Executive Director or designee no later than the date stated on the form. Only one form may be submitted by each Member or Contracting Entity. No Director may discuss or deliberate with any Director of another RWA Member or Contracting Entity concerning the responses to the nomination forms. RWA staff and representatives shall not discuss with any Director the results of any nominations until after the nominees are publicly identified as provided in this Policy.

4. To determine the nominee for Vice-Chair, the Executive Director or designee shall tally the nomination forms in rounds until a candidate has a majority of nominations. In each round, if no candidate has a majority of nominations, the candidate with the fewest number of nominations is eliminated. The eliminated candidate's nominations are then redistributed based on the nominator's next preference to the remaining candidates until one candidate has a majority of nominations and is nominated Vice-

Chair.² If two or more candidates are tied for the fewest number of nominations in any round, or the only remaining candidates are tied, then the candidate with fewest first round nominations shall be eliminated, and, if the candidates are tied for the fewest first round nominations, then the fewest second round nominations, and so on.

Illustrative Example:

Candidates A, B, and C are candidates for Vice-Chair. Of 21 nominations made, Candidate A received 10 nominations, Candidate B received 6 nominations, and Candidate C received 5 nominations. Candidate C is eliminated with the fewest nominations, so the 5 nominations cast for Candidate C are redistributed to those nominators' next choice candidates in the next round. Of the agencies who nominated Candidate C, 1 chose Candidate A bringing him to 11 nominations and 4 chose Candidate B bringing her to 10 nominations. Candidate A has a majority (11 of 21 votes) making him the successful nominee for Vice-Chair after 2 rounds of nominations.

5. To determine the nominees for members of the Executive Committee, the Executive Director or designee shall tally the nomination forms in rounds until three candidates have reached a "Nomination Threshold." The Nomination Threshold is defined as the total number of nominations received divided by 4, with the result rounded up to the nearest 1.³ In the first round, the successful nominee for Vice-Chair shall be eliminated and that candidate's nominations are then redistributed based on the nominator's next preference to the remaining candidates. In subsequent rounds, the candidate with the fewest number of nominations is eliminated and the nominations distributed on the basis of preferences to the remaining candidates until three candidates reach the Nomination Threshold. No candidate can receive any more nominations after the candidate has met the Nomination Threshold in any round. If two or more candidates are tied in any round of nominations, or the only remaining candidates are tied, then the candidate with fewer first round nominations shall be eliminated, and, if the tied candidates are tied for the most fewest round nominations, then the eliminated candidate shall be the one with the fewest second round nominations, and so on.

Because each RWA Member or Contracting Agency may only have one Director become a member of the Executive Committee, a special procedure is required if two Directors from the same RWA Member or

² Reference is made to the "Instant Runoff" form of preferential voting.

³ Four is the sum of the number of Executive Committee nominees (three) plus one.

Contracting Agency reach the Nomination Threshold. The Director with fewer nominations shall be eliminated. If this elimination results in fewer than three candidates remaining, then the candidate who was previously most recently eliminated shall be reinstated and deemed to have reached the Nomination Threshold.

Illustrative Example:

Candidates A through F are candidates for membership on the Executive Committee. With 21 nominations submitted, the Nomination Threshold is 6 (21 divided by 4 is 5.25, rounded up to 6). The Candidates receive the following first round nominations:

Candidate	First Round Nominations
Candidate A	3
Candidate B	3
Candidate C	5
Candidate D	3
Candidate E	4
Candidate F	3
Total	21

No candidate has met the Nomination Threshold by receiving 6 or more nominations. In the first round, Candidate A is eliminated because he was nominated for Vice-Chair under the prior step. All of his nominations are redistributed to his nominators' second-choice candidates. In the second round, the nominations are now as follows:

Candidate	Second Round Nominations
Candidate A	0 (Eliminated as Vice-Chair)
Candidate B	3
Candidate C	6 (Nominated to EC)
Candidate D	5
Candidate E	4
Candidate F	3
Total	21

Candidate C has reached the Nomination Threshold with 6 nominations and is nominated to membership on the Executive Committee. Candidates B and F are tied for the fewest nominations. Under the tie-breaking rules, Candidates B and F are tied for first-choice nominations, and Candidate B has 5 second-choice nominations to Candidate F's 1 second-choice nomination. Candidate F is therefore eliminated in the second round and

his nominations are redistributed to his nominators' next-choice candidates.

Candidate	Third Round Nominations
Candidate A	0 (Eliminated as Vice-Chair)
Candidate B	5
Candidate C	6 (Nominated to EC)
Candidate D	5
Candidate E	5
Candidate F	0 (Eliminated)
Total	21

At the third round, Candidates B, D, and E are tied with 5 nominations. Under the tie-breaking rules, Candidate E has the most first-round nominations and is not eliminated. Candidates B and D are tied for first-choice nominations, but Candidate B has more second-choice nominations. Candidate D is therefore eliminated in the third round.

Candidate	Fourth Round Nominations
Candidate A	0 (Eliminated as Vice-Chair)
Candidate B	7 (Nominated to EC)
Candidate C	6 (Nominated to EC)
Candidate D	0 (Eliminated)
Candidate E	8 (Nominated to EC)
Candidate F	0 (Eliminated)
Total	21

At the fourth round, Candidates B and E have reached the Nomination Threshold. They join Candidate C as nominees for membership on the Executive Committee.

6. After the date set for return of nomination forms, the Executive Director or designee shall tally all nominations received according to this Policy. No late nominations shall be accepted. The tallied results shall be reviewed and certified by the Incoming Chair and RWA counsel. The Executive Director or designee shall then make the list of the proposed nominees for Vice-Chair and the three nominees for members of the Executive Committee publicly available. Any documents showing how the Executive Director or designee tallied the nominations, as well as all completed nomination forms, shall be retained by RWA and available for public review in the same manner as other public records. The Executive Director in consultation with RWA counsel is directed and empowered to interpret these rules as necessary to ensure the fair and timely completion of the nomination tally process.

III. Election of the Vice-Chair and the Executive Committee

1. At a meeting held after January 1 of each year, the Board of Directors will elect the Vice-Chair and the Executive Committee. At or prior to the meeting, the Incoming Chair shall take office and shall conduct the election as Chair.
2. The proposed slate of nominees presented for election by the Board of Directors shall be as follows:
 - a. The Vice-Chair nominee determined above under this Policy.
 - b. The three nominees for members of the Executive Committee determined above under this Policy.
 - c. A Director nominated by the Contracting Entities of RWA (as defined in Article 3(d) of the JPA), which nomination shall be sent to the Executive Director or designee in writing prior to the meeting.
 - d. A Director nominated by the current Chair of the Sacramento Groundwater Authority (SGA) (regardless of whether the current Chair is a Director on the RWA Board of Directors), which nomination shall be sent to the Executive Director or designee in writing prior to the meeting.
 - e. Two Directors nominated by the Chair. In making these nominations, the Chair shall evaluate and consider the makeup of the other nominees to the Executive Committee based on the following RWA member characteristics:
 - i. Size of Member agency service area and customer base;
 - ii. Water supplies;
 - iii. Geography;
 - iv. Demographics;
 - v. Prior representation on the Executive Committee; and
 - vi. Any other factors necessary to ensure diverse representation of RWA members on the Executive Committee.

To ensure that at least two of the members of the Executive Committee (inclusive of the Chair and Vice Vice-Chair) shall be members of a governing board of a Member of RWA (as defined in

Articles 2 and 3(i) of the JPA), then the Chair shall ensure this requirement is met through the Chair's nominations if it has not otherwise been met.

3. The Board of Directors will then vote in a single election on the question, "Shall the proposed nominees for Vice-Chair and members of the Executive Committee be elected?" If any of the proposed nominees are unable to serve, or are not elected by a majority of the Board of Directors, then one or more alternative nominees shall be nominated by motion and elected by at least a majority vote.

IV. Procedures for Filling a Post-Election Vacancy on the Executive Committee

1. In the event that a vacancy occurs on the Executive Committee the Member or Contracting Entity whose representative held the Executive Committee seat that was vacated may recommend a replacement by sending the Chair of the Board of Directors a letter making that recommendation.
2. The recommended Executive Committee replacement must be one of the two identified representatives on the Board of Directors for that Member or Contracting Entity, provided the nomination is consistent with the RWA JPA and the Executive Committee Election Policy.
3. The recommended replacement to the Executive Committee may begin to serve immediately, but must be approved by a majority vote of the Board of Directors at its next regularly scheduled meeting.
4. In the event that a recommended replacement is not identified or not approved, then another Director shall be nominated by motion and elected by at least a majority vote.