

AGENDA

**HUMAN RESOURCES COMMITTEE MEETING
LEUCADIA WASTEWATER DISTRICT**

Thursday, January 3, 2019 – 9:30 A.M.
1960 La Costa Avenue, Carlsbad, CA 92009

1. **Call to Order**
2. **Roll Call**
3. **Public Comment**
4. **New Business**
 - A. Resolution No. 2309 - Board of Directors Election of Officers, Establishment of Committees, and Selection of Committee Members. (Pages 2-8)
5. **Information Items**

None.
6. **Directors' Comments**
7. **General Manager's Comments**
8. **Adjournment**

MEMORANDUM

Ref: 19-6507

DATE: December 27, 2018
TO: Human Resources Committee
FROM: Paul J. Bushee, General Manager 
SUBJECT: **Proposed Resolution No. 2309 - Board of Directors Election of Officers, Establishment of Committees, and Selection of Committee Members**

RECOMMENDATION:

Staff requests that the Human Resources Committee (HRC) recommend that the Board of Directors:

1. Adopt Resolution No. 2309 – Board of Directors Election of Officers, Establishment of Committees and Selection of Committee Members Policy; and
2. Discuss and take other action, as appropriate.

BACKGROUND:

At last month's meeting, the Board of Directors considered Resolution 2309 and did not take action. The discussion focused on whether to have the Board President make the standing committee appointments or to institute two-year rotating committee appointments. As a result, the Board directed staff to revise the policy and present three potential options for committee appointments for the Board's consideration at its January meeting.

DISCUSSION:

Staff has since drafted the policy to reflect three potential standing committee appointment options under Section 5. Staff has also added language that the committee appointments will be made at the January Board meeting each year. The draft language has been attached for your review and the potential options are in bold color format. A brief summary of the committee appointment options are as follows:

Option 1: 2 Year Rotating and Alternating Committees – this option was presented in Resolution 2308 last month at the direction of the Human Resources Committee. Under this scenario, Board members would rotate committees every two years and the committee membership would alternate such that only one member would rotate off the committee each year.

Option 2: Board President Appoints Committee Members – this option is the LWD's current policy where the Board President appoints the committee members each year. This option does allow committee appointments to go a vote if requested by two Board members.

Option 3: 2 Year Rotating and Alternating Committee for LWD Committees Only (Not Encina Joint Powers Authority) – this option is somewhat of a hybrid between Options 1 and 2 with only the LWD Committees rotating and alternating every two years. For the Encina Wastewater Authority and the Encina Joint Advisory Committee, appointments would be made annually by the Board President as they are now.

Staff will present these options in more detail at the upcoming meeting and requests the Board select which option it prefers in the policy. Staff also recommends that the Board adopt Resolution 2309 with the understanding that the preferred committee option would be incorporated into the final signed version of the policy.

:PJB

Attachment

RESOLUTION NO. 2309

**A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE LEUCADIA WASTEWATER DISTRICT
REVISING THE POLICY FOR THE ELECTION OF BOARD OFFICERS, ESTABLISHING
COMMITTEES AND ESTABLISHING THE PROCEDURES FOR SELECTING BOARD
COMMITTEE MEMBERS**

WHEREAS, the Board of Directors ("Board") of the Leucadia Wastewater District ("District") maintains a policy for the election of the President and Vice President of the Board of Directors; and,

WHEREAS, the Board wishes to combine the election of the President and Vice President procedures with the procedures for the establishment of District Committees under one policy;

NOW, THEREFORE, it is hereby resolved as follows:

1. The Board of Directors adopts the revised Board Policy for the Election of Board Officers, Establishing Committees and Establishing the Procedures for Selecting Board Committee Members attached hereto as Exhibit "A" and directs it be implemented consistent with California Water Code Section 30520 and any other applicable laws.
2. This Resolution supersedes Resolution No. 2118.

PASSED AND ADOPTED at a meeting of the Board of Directors of the Leucadia Wastewater District held January 9, 2019 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

David Kulchin, President

ATTEST:

Paul J. Bushee, General Manager
(SEAL)

**LEUCADIA WASTEWATER DISTRICT
BOARD OF DIRECTORS ELECTION OF BOARD OFFICERS, ESTABLISHMENT OF
COMMITTEES, and SELECTION OF BOARD COMMITTEE MEMBERS POLICY**

I. PURPOSE

- A. The purpose of this policy is to establish how the Board President and Vice President of the District are elected.
- B. The purpose of this policy is to describe how standing committees are formed; the roles of the standing committees and how Board members are appointed to standing committees.

II. POLICY

- A. The Board of Directors shall elect amongst its members, a Board President and Vice President on a yearly basis.
- B. Once elected, the Board officers shall serve in their nominated position for a one-year term.
- C. To facilitate the fulfillment of the Board responsibilities, the Board may, from time to time, establish committees.
- D. This policy shall supplement and be consistent with California Water Code Section 30520 and any other applicable laws.

III. ELECTION OF PRESIDENT AND VICE PRESIDENT PROCEDURES

- A. At a noticed Board meeting in December of each year, the Board shall elect a President and Vice President amongst its members by a majority vote.
- B. The newly elected Board President and Vice President shall begin their term of office at the first noticed meeting of the Board in January following the election.
- C. Upon the occurrence of a vacancy, the Board shall fill such vacancy in accordance with the law.

IV. SPECIFIC PURPOSE OF COMMITTEES

- A. To facilitate the fulfillment of its responsibilities, the Board may, from time-to-time, establish an Ad Hoc committee and/or a Standing committee. The purpose, scope and duration of each committee shall be established by the Board.

- B. Ad Hoc committees consist of two Board members selected during a Regular Board meeting to meet with District staff and consulting firms to discuss and provide recommendations to the Board regarding a specific item not covered by the Standing committees. For Ad Hoc committees, the committee will be deemed dissolved after its final report is made to the Board.
- C. Standing committees are created to assist the Board in specific areas or jurisdiction on an ongoing basis. A Standing committee shall consist of two Board members. The performance of all duties and functions by the committees is for the purpose of advising and recommending actions to the Board of Directors. A Standing Committee will meet with District staff and consulting firm, as deemed necessary, during the fiscal year in order to fulfill the needs of the Board.

LWD Board hereby establishes the following Standing Committees with their associated scope of duties:

1) Investment & Finance Committee

The Investment and Finance Committee (IFC) shall advise the Board on matters relating to District finances. Typical duties of the IFC include:

- Annual review of reserve and investment policies;
- Review of the Comprehensive Annual Financial Report (CAFR);
- Review of contracts related to financial matters; and,
- Review other financial matters, as appropriate.

2) Community Affairs Committee

The Community Affairs Committee (CAC) shall advise the Board on matters relating to the District's public information and outreach programs. Typical duties of the CAC include:

- Review production of the District's newsletters;
- Review the Teacher Grant Program;
- Review contracts related to public information; and,
- Review other public information and outreach matters, as appropriate.

3) Human Resources Committee

The Human Resources Committee (HRC) shall advise the Board on matters relating to District personnel. Typical duties of the HRC include:

- Review personnel policies;
- Review personnel budget; and,
- Review other personnel matters, as appropriate.

4) Engineering Committee

The Engineering Committee (EC) shall advise the Board on matters relating to District's Capital Improvement Program. Typical duties of the EC include:

- Review the District's Capital Improvement and Capital Acquisition Programs;
- Review contracts related to engineering and construction services;
- Review Capital Improvement and Capital Acquisition budgets; and,
- Review other Capital Improvement matters, as appropriate.

5) Encina Joint Powers Authority - Encina Wastewater Authority (EWA) Board of Directors and Encina Joint Advisory Committee (JAC) Board Representatives

The EWA Board and JAC Board representatives shall advise the LWD Board on matters relating to EWA. Typical duties of the EWA and JAC Board Representative include:

- Performs all Board functions for the EWA and JAC;
- Attend scheduled EWA Board and/ Standing committees meetings; and,
- Provide status reports about EWA operations and Capital Improvement Projects at LWD regular Board meetings.

V. APPOINTMENT OF STANDING COMMITTEES MEMBERS GUIDELINES

Option 1: 2 Year Rotating and Alternating Committees

- A. At a noticed meeting of the Board in January of each year, the committee assignments shall be established for the calendar year.**
- B. The term of committee members on their respective committee shall be for a period of two years. Following the committee members initial term, one committee member from each committee will follow a rotation pattern from the list of standing committees in section IV, C). For example, one IFC member will rotate to the CAC, and one CAC member will rotate to the HRC and so on. The intent is to rotate committee members, so that each Board member gets an opportunity to eventually serve on all committees to broaden their experience in each specific area.**
- C. For the initial transition from the Board President assignment of standing committees to rotating standing committees, the standing committee appointments and the committee's chairperson shall be assigned by the Board President and shall rotate from that point forward as described above. The chairperson shall make reports to the Board at the regular Board meeting on the committee's meeting(s).**
- D. Upon the occurrence of a newly elected Board member, he/she shall fulfill the committee position(s) of the preceding Board member.**

Option 2: Board President Appoints Committee Members (Current Policy)

- A. The Board President shall appoint committee members at a meeting of the Board in January of each year. For appointments made by the Board President, no action or vote by the full Board is required. However, if requested by two Directors at the meeting in which committee appointments are made, a Board vote to affirm or reject the committee appointments shall be held. If a majority of the Directors vote in favor of the committee appointments, or fail to vote against the appointments, they shall be deemed approved. If a majority of the Directors present vote against the committee appointments, they shall be deemed void, and the Board shall then make the committee appointments.**

**Option 3: 2 Year Rotating and Alternating Committees for LWD Committees Only
(Not Encina Joint Powers Authority)**

- A. At a noticed meeting of the Board in January of each year, the committee assignments shall be established for the calendar year.
- B. For LWD Committees only, the term of committee members shall be for a period of two years. Following the committee members initial term, one committee member from each committee will follow a rotation pattern from the list of standing committees in section IV, C). For example, one IFC member will rotate to the CAC, and one CAC member will rotate to the HRC. The intent is to rotate committee members, so that each Board member gets an opportunity to eventually serve on all committees to broaden their experience in each specific area.
- C. For the initial transition from the Board President assignment of standing committees to rotating standing committees, the standing committee appointments and the committee's chairperson shall be assigned by the Board President and shall rotate from that point forward as described above. The chairperson shall make reports to the Board at the regular Board meeting on the committee's meeting(s).
- D. Upon the occurrence of a newly elected Board member, he/she shall fulfill the committee position(s) of the preceding Board member.
- E. For the Encina Joint Powers Authority, LWD's Board President shall appoint two Directors to serve concurrently on the EWA Board of Directors and the JAC. The appointments shall be made at a notice meeting of the LWD Board in January of each year. For appointments to the Encina Joint Powers Authority made by the Board President, no action or vote by the full Board is required. However, if requested by two Directors at the meeting in which committee appointments are made, a Board vote to affirm or reject the committee appointments shall be held. If a majority of the Directors vote in favor of the committee appointments, or fail to vote against the appointments, they shall be deemed approved. If a majority of the Directors present vote against the committee appointments, they shall be deemed void, and the Board shall then make the committee appointments.

VI. FAIR POLITICAL PRACTICES COMMISSION (FPPC) REGULATION REQUIREMENTS

- A. The General Manager shall complete, and post on the District's website, a Fair Political Practices Commission Form 806 that identifies all of the current, paid committee appointments.
- B. The General Manager shall update and post a new Form 806 on the District's website upon any of the following circumstances: 1) the number of scheduled or estimated committee meetings is changed, 2) there is a change in committee compensation, or 3) there is a change in committee membership.