

Number: **BP 013**

Authority: Board of Directors
Adopted: March 6, 2014
Revised: February 6, 2024
Reviewed: February 22, 2024
Initiating Dept./Div.: Administration



BOARD POLICY

BOARD COMMITTEES

PURPOSE

To establish Board committees, adopt general committee guidelines, and adopt charters for each standing committee.

POLICY

In accordance with Section 2.04.020 of the District Code, when the Board considers it necessary for the efficient transaction of business, it may approve the creation of a committee for the purpose of reviewing, investigating and recommending with reference to a particular matter. This may include standing committees and ad hoc committees.

1. **Standing Committees**

The Board has determined that Central San's current Standing Committees are as follows:

- Administration
- Finance
- Engineering & Operations
- Real Estate, Environmental & Planning

These Standing Committees shall operate within the General Committee Guidelines set forth below, which define the role of and provide a framework within which Committee Members and staff must operate.

Each Standing Committee shall operate under a Charter approved by the Board as part of this Policy. The Charters set forth below define the mission, policy areas, and scope of each Committee with an emphasis on policy rather than operational matters.

2. Ad Hoc Committees

Where expediency is required, the Board President shall recommend and the Board has the authority to appoint an Ad Hoc Committee.

GENERAL COMMITTEE GUIDELINES

1. Members

Each Standing Committee and Ad Hoc Committee shall be comprised of two Board Members, including a Chair. Members of Standing Committees are nominated annually by the Board President and approved by the Board, in accordance with the following:

- a) Goal is to annually rotate Board Members on the Committees to ensure all Board Members serve on all Standing Committees.
- b) A Board Member shall not serve more than two years on any Standing Committee (one as a Member and one as a Chair).
- c) The Board, by a simple majority, can make exceptions in special circumstances.
- d) To promote fairness in assignments, given five Board Members and four Standing Committees and moving to a Division-based system, the following structure would apply:

Calendar Year 2024	Members Lauritzen [Division 5 Liaison] and Pilecki [Division 1] will serve on one Committee
Calendar Year 2025	Members in Divisions 2 and 3 will serve on one Committee
Calendar Year 2026	Members in Divisions 4 and 5 will serve on one Committee
Calendar Year 2027	Members in Divisions 1 and 2 will serve on one Committee
Calendar Year 2028 and beyond	Rotation by Divisions continuing the above sequence

- e) In the event a Board Member declines to serve on two Standing Committees for a calendar year, then the above schedule would be amended accordingly for succeeding calendar year assignments.

2. Role

The role of the Committees is advisory to the Board. They may make recommendations to the full Board but cannot direct staff outside of their respective policy areas or expend public resources.

3. Agendas

The General Manager and staff generate the agendas. The General Manager will determine to which Committee items are assigned as they arise. In cases where certain topics may span two Committees, he/she may confer with the Board President for guidance.

4. Staff Recommendations

Staff will specify on Committee agendas what is needed from the Committee for each agenda item (e.g., Committee recommendation for Board approval; receive the report/update, provide input to staff, etc.).

5. Committee Action

For those items for which a Committee recommendation to the Board is requested, staff will proceed as follows, depending on the Committee vote:

- a. Committee recommendation of Board approval:
 - Routine items will generally be put on the Board Consent Calendar.
 - Non-routine items will be agendized for a presentation and Board discussion.
- b. Split Committee vote: The item will proceed to the full Board (not on Consent Calendar), and the reason for the split vote will be reflected in both the Committee minutes and the position paper. For purposes of efficiency within the Committee process, should the two Committee Members find themselves at early impasse regarding their position on any committee matter, it is the policy of this Board to bring that matter to the full Board as early in the process as possible.
- c. Committee votes against approval: The item will generally proceed to the full Board (not on Consent Calendar), and the Committee's position will be reflected in both the Committee minutes and the Position Paper.

6. Committee Requests for Information

When a Committee Member requests information, the Committee must vote on whether to proceed with the request. If the request does not receive Committee approval, staff generally will not proceed with the request.

7. Staff Responses to Committee Requests for Information

If the response is in writing, it will generally be made part of the next Committee packet. If the response is provided by staff verbally or via email to Committee Members outside of a convened meeting, staff will provide that information at the next Committee meeting.

8. Informational Reports

The General Manager will determine which informational reports (e.g., NPDES annual report, HHW annual report, Sanitary Sewer Overflow annual report, mentorship presentations, etc.) that do not require Committee recommendation or input will go directly to the Board, and which will be scheduled for Committee review first.

9. Standing Items

The use of standing items on Committee agendas is generally discouraged due to potential Brown Act issues.

10. Scheduling, Rescheduling and Cancelling Committee Meetings

Committee meetings may be scheduled, rescheduled or cancelled at the request of a Committee Member or staff. The Committee Chair will be consulted prior to the cancellation of any Committee meeting.

11. Appointment of Alternates

Use of alternates for Committee meetings is generally discouraged due to potential Brown Act issues; however, when necessary, the Board President may appoint an alternate based on Board Member availability.

12. Review of Internal Audit Reports

Individual Internal Audit Reports will be initially reviewed by the Committee having the most relevant jurisdiction over the subject matter of the audit, as determined by the General Manager. However, all Internal Audit reports, after review by the relevant committee, will be provided to the full Board. The Internal Audit work plan adoption, and any intra-year changes to that plan, will not be reviewed by a Committee as those matters shall be directly reviewed and adopted by the full Board.

13. Compensation/Meeting Stipend

Board Members attending Standing Committee meetings and Ad Hoc Committee meetings shall be eligible to receive the meeting stipend in accordance with District Code Section 2.04.030 and Board Policy No. BP 045 – *Board Compensation, Benefits, and Expense Reimbursement*.

Committee Charters appear on the following pages.

[Original Retained by the Secretary of the District]

CHARTER

ADMINISTRATION COMMITTEE

Members	Chair, Member
Meeting Schedule	Monthly, or as needed (subject to rescheduling or cancellation)
Mission	Provide input and recommendations to the Board regarding the Policy Areas listed below that support the District’s Mission, Vision and Values and Strategic Plan.
Policy Areas	<ul style="list-style-type: none"> • Policy development and review • Strategic Plan • Safety and security matters • Public outreach • Human Resources • Information Technology • Legislative matters
Scope	<p>Review and address staff recommendations. May direct the General Manager to conduct additional research within the Committee’s Policy Areas.</p> <p>The Committee is tasked to:</p> <ul style="list-style-type: none"> • Develop new, or review and revise existing, District policies for Board consideration • Review and monitor compliance with Strategic Plan • Review and make recommendations on policy-related safety and security matters • Ensure adequate public outreach of policy-related District services and programs (outreach for specific programs may be referred to the appropriate Committee by the General Manager) • Review and make recommendations on relevant Human Resources matters • Review Information Technology policy matters • Review specific legislation if requested to do so by the Board
Revised by Board	3/6/14, 4/26/15, 2/18/16, 7/6/17, 4/26/18, 8/6/20, 2/3/22

CHARTER

ENGINEERING & OPERATIONS COMMITTEE

Members	Chair, Member
Meeting Schedule	Monthly, or as needed (subject to rescheduling or cancellation)
Mission	Provide input and recommendations to the Board regarding the Policy Areas listed below that support the District’s Mission, Vision and Values and Strategic Plan.
Policy Areas	<ul style="list-style-type: none"> • Reliable infrastructure • Bidding for construction contracts • Consultant selection process for capital improvement program • Capital Improvement Budget (CIB) • Ten-Year Capital Improvement Plan (CIP) • Operational effectiveness
Scope	<p>Review and address staff recommendations. May direct the General Manager to conduct additional research within the Committee’s Policy Areas.</p> <p>The Committee is tasked to:</p> <ul style="list-style-type: none"> • Review the CIB for planning, design and construction of projects, including funding • Review construction project awards • Review the CIP for future projects, regulatory compliance, and long-range financial planning • Review Engineering, Plant Operations, Maintenance and Collection Systems and Recycled Water as determined by the General Manager • Review Asset Management Program • Ensure adequate public outreach of certain program-related matters within the scope of the Committee, as referred by the General Manager • Review energy contracts required for operations
Revised by Board	3/6/14, 7/23/15, 2/18/16, 7/6/17, 4/6/18, 8/6/20

CHARTER
FINANCE COMMITTEE

Members	Chair, Member
Meeting Schedule	Monthly, or as needed (subject to rescheduling or cancellation)
Mission	Provide input and recommendations to the Board regarding the Policy Areas listed below that support the District’s Mission, Vision and Values and Strategic Plan.
Policy Areas	<ul style="list-style-type: none"> • Fiscal sustainability • Fiscal regulatory compliance • Appropriate levels of internal controls • Investment reserves • Financial reporting and budget documents • Risk Management
Scope	<p>Review and address staff recommendations. May direct the General Manager to conduct additional research within the Committee’s Policy Areas.</p> <p>The Committee is tasked to:</p> <ul style="list-style-type: none"> • Oversee proper use of financial resources • Ensure compliance with federal, state and public financing requirements • Review financial reports for completeness, accuracy and clarity • Review development, implementation and oversight of investment policies and practices • Provide recommendations related to the annual budget, its implementation and future projections • Review expenditures <i>(to the extent possible, Committee Members are encouraged to provide their questions on expenditures in advance of the meeting)</i> • Ensure adequate public outreach of certain program-related matters within the scope of the Committee, as referred by the General Manager • Oversee Risk Management and associated legal matters
Revised by Board	3/6/14, 7/23/15, 2/18/16, 7/6/17, 4/26/18, 8/6/20, 10/21/21, 2/3/22

CHARTER

REAL ESTATE, ENVIRONMENTAL & PLANNING COMMITTEE

Members	Chair, Member
Meeting Schedule	Monthly, or as needed (subject to cancellation or rescheduling)
Mission	Provide input and recommendations to the Board regarding the Policy Areas listed below that support the District’s Mission, Vision and Values and Strategic Plan.
Policy Areas	<ul style="list-style-type: none"> • Long-range planning • Environmental regulatory compliance • Cost-effective resource recovery and recycling • Use of District real property and facilities
Scope	<p>Review and address staff recommendations. May direct the General Manager to conduct additional research on policy issues within the Committee’s Policy Areas.</p> <p>The Committee is tasked to:</p> <ul style="list-style-type: none"> • Review long-range planning documents including master plans • Oversee the District’s environmental regulatory compliance • Oversee resource recovery programs and recycling • Oversee appropriate use of real property and facilities in accordance with District policies • Review year-end annual reports for Household Hazardous Waste, Pollution Prevention, and Recycled Water, as necessary • Ensure adequate public outreach of certain program-related matters within the scope of the Committee, as referred by the General Manager
Revised by Board	3/6/14, 7/23/15, 2/18/16, 7/6/17, 4/26/18, 8/6/20