

Section:	GO-2 Governance	Approval Date:	7/31/2015
Policy:	GO-2.1 Board of Directors	Latest Revision:	1/31/2025

GO-2.1 Board of Directors

2.1.1 Purpose

The Board is the governing body of the Association and is responsible for establishing policies to direct the Association's business. The Board has authority to take any action required to promote the purpose and achieve the mission of providing leadership, advocacy, information, and service to the Association's members. This policy sets forth the purpose, membership, and powers of the Board, consistent with the limits and provisions of California Nonprofit Corporation Law, the Association's Bylaws, and other applicable laws.

2.1.2 Membership

The Board will consist of the following members:

1. The Association President and Vice President.
2. The chair and vice chair of each region.
3. The chair of each standing committee.
4. The most Immediate Active Past President.
5. The Vice President of the ACWA/Joint Powers Insurance Authority.

2.1.3 Term of Office

The term of office of all members of the Board will commence on January 1 of the calendar year following election of the President and Vice President, except for those persons who serve on the Board by nature of their position as chairs of standing committees, whose terms will instead commence upon their ratification by the Board. The term of office for all members of the Board will terminate on December 31 of the following odd-numbered year two years later, or when their successors take office.

2.1.4 Attendance

In order to accomplish the overall mission of the Board and to achieve its objectives, Board members are expected to attend and participate in regularly-scheduled Board meetings. Any Board member who misses two consecutive regular Board meetings without being excused by the Board will no longer be a member of the Board.

1. If a region chair or vice chair misses two consecutive meetings of the Association's Board without being excused, the region board will appoint from among the existing region board a new region officer.

2. If a standing committee chair misses two consecutive meetings of the Association's Board without being excused, the President will appoint a new committee chair.
3. Board members will contact the Clerk of the Board (Clerk) to request an excused absence. Excused absences require approval of the Board to be effective.

2.1.5 Legal Obligations

California law imposes upon the Board members certain standards of conduct, including an obligation to act: (1) in good faith; (2) in a manner that the director believes to be in the best interest of the Association; and (3) with such care (including reasonable inquiry) as an ordinarily prudent person in a like position would use under similar circumstances.

2.1.6 Duties and Authority

The duties and responsibilities of the Board are as follows:

1. Establish and monitor policies and programs for the overall management and operation of the Association.
2. Identify a strategic vision, core principles, and goals through adoption of a Strategic and Business Plan for each two-year Board term, and annually assess progress toward accomplishing the established goals.
3. Adopt policy principles to direct the Association's business and advocacy efforts.
4. Determine the organizational structure of the Association, including the hiring and release of the Executive Director.
5. Set performance expectations for the Executive Director.
6. Receive, review, and consider approval of Executive Director recommended compensation, other terms and conditions of employment, and annual evaluations as prepared by the Executive Committee.
7. Ensure the financial health of the Association through conformance with up-to-date fiscal policies and procedures and through ongoing analysis of financial reports.
8. Review and approve the Association's annual budget prior to its effective date.
9. Set the level of membership dues for the Association.
10. Promote an understanding of the Association's purposes, goals/objectives, and activities to the membership.

2.1.7 Delegation

Except for the duties listed above, and subject to Section 3.02 of the Bylaws and corporation law, the Board may delegate the supervision, control, and direction of the Association's affairs to any person or

group, including a committee, provided the Board retains ultimate responsibility for the actions of such person or group. Where such powers are delegated, the delegation will be documented in writing.

2.1.8 Meetings

2.1.8.1 Regular Meetings

The Board will meet bimonthly each year at times and places set by the Board. The Board will approve an annual meeting schedule prior to the beginning of the meeting year. The approved schedule will be provided to each Board member and posted on the Association's website.

2.1.8.2 Special Meetings

The President may schedule special meetings according to procedures established in the Bylaws. No business except those items described in the notice will be transacted at any special meeting, except by consent of three-fourths of the Board members present.

2.1.8.3 Closed Session

At any regular or special Board meeting, the Board may adjourn into closed session for discussion of personnel matters; enforcement of violations of the code of conduct; pending or anticipated litigation or other legal matters, including but not limited to, considering whether to file or join an amicus brief; real property negotiations and discussions; and other confidential matters as determined by the Board to the extent permitted by applicable law. Upon conclusion of the closed session, the President may note actions taken, if appropriate. Actions taken that are not appropriate to be reported in open session will be recorded in the closed session minutes.

2.1.8.4 New Board Member Orientation

A new Board member orientation session will be held at the beginning of each new term in conjunction with the Board's first meeting of the term.

2.1.8.5 Meeting Procedures

Any meeting of the Board of Directors may be conducted in whole or in part by telephone, electronic transmission, or by electronic video screen communication. A member of the Board of Directors will be deemed present in person at the meeting if the following apply:

1. Each director participating in the meeting can communicate concurrently with all other directors.
2. Each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

2.1.8.5.1 Quorum

The attendance of 50 percent of the voting members of the Board, or their permitted alternates, will constitute a quorum for the transaction of any business.

2.1.8.5.2 Alternates

Each region will designate an alternate for each chair and vice chair, who will meet the qualification requirements for chair and vice chair, to act as a permitted alternate at Board meetings when the chair or vice chair is unable to attend. The vice chair of each standing committee will be the permitted alternate to act at meetings of the Board when the standing committee chair is unable to attend. An alternate may not act or vote on behalf of more than one member of the Board. A Board member may not act as an alternate for any other Board member.

2.1.8.6 Rules of Order

When bringing or debating a motion before the Board, the following process will apply.

The three steps for bringing a motion before the Board are:

1. A Board member makes a motion;
2. Another Board member seconds the motion; and
3. The President states the motion.

Once the motion has been stated by the President, it is open to formal discussion. While only one motion can be considered at a time, and a motion must be disposed of before any other question is considered:

1. A motion may be amended before it is voted on, either by the consent of the Board members who moved and seconded, or by a new motion and second, which is then approved by the Board; or
2. A motion may be tabled before it is voted on by motion made to table, which is then seconded and approved by the Board; or
3. A motion may be rejected without further discussion of or action on the motion by a motion of “objection to consideration,” which is then seconded and approved by the Board; or
4. Further discussion of a motion can be terminated by a motion “to call the question,” which is then seconded and approved by the Board.

Any Board member, including the President, may make or second a motion. The affirmative vote of a majority of the Board members present at a meeting is required to pass a motion.

2.1.8.7 Agenda Preparation

The Clerk will prepare the Board meeting agenda under the direction of the Executive Director. The Clerk will distribute to each Board member the full agenda, including supporting documents, to allow adequate time to prepare for the Board meeting, prior to each Board meeting.

2.1.8.8 Minutes

The Clerk will keep the Board meeting minutes at the Association's principal office under the direction of the Executive Director. The Clerk will distribute to each Board member the minutes of each meeting at least five days prior to the next Board meeting.

2.1.9 Compensation

Board members will serve without compensation from the Association. The Association will reimburse the President and Vice President for necessary, actual, and reasonable expenses incurred in the performance of their duties while on authorized Association business. Additionally, the Association will reimburse the Immediate Past President for expenses associated with specified events and meetings subject to the approval by the Board.

References:

California Corporations Code, Bylaws, Articles 3 and 4.

See Administrative Procedure: *To be determined.*

Revision History:

Revision Date	Description of Changes	Requested By
7/31/2015	Initial Release	ACWA Staff and Governance Workgroup
2/3/2023	Revised Policy GO-2.1 Board of Directors to incorporate revisions resulting from amendments to ACWA's Bylaws, specifically related to California Corporations Code provisions allowing meetings to be held by electronic communications, the election of ACWA's Board Officers, and section renumbering.	Amended & Restated Bylaws as approved by the members on 11/30/22
11/17/2023	Deleted GO-2.1.10 Code of Conduct Policy from GO-2.1 Board of Directors Policy; revised as a standalone policy, GO-2.1A, and expanded to include additional groups.	Board and Code of Conduct Task Force
6/7/2024	Revised GO-2.1.9 Compensation to incorporate language that states the Association will reimburse the Immediate Past President for expenses associated with specified events and meetings subject to the approval by the Board.	ACWA Staff
1/31/2025	Revised GO-2.1.8.3 to clarify the scope of issues that can be addressed by the Board in closed session.	Amended & Restated Bylaws as approved by the members on 12/4/2024
1/31/2025	Revised GO-2.1.8.4 to reflect consistency with Board practice.	ACWA Staff