

Section:	GO-2 Governance	Approval Date:	7/31/2015
Policy:	GO-2.2 Executive Committee	Latest Revision:	1/31/2025

GO-2.2 Executive Committee

2.2.1 Purpose

The Executive Committee is responsible for supporting the Board, consistent with procedures established by Bylaws, to perform personnel actions, act between meetings, and perform other duties specifically delegated by the Board. This policy sets forth the membership, purpose, and powers of the Executive Committee.

2.2.2 Membership

The Executive Committee will consist of the following members:

1. The President of the Association, who will be the chair thereof.
2. The Vice President of the Association.
3. The most Immediate Active Past President.
4. The Chair of the Finance Committee.
5. Three at-large representatives selected from and by the members of the Board.

The election of the three at-large representatives to the Executive Committee will occur at the first Board meeting held in each even-numbered year, and the elected representatives will serve immediately following their election and until such time as their successors take office. To the extent practical, the Executive Committee will be constituted so as to reflect the geographic extent of the Association and the functions of the members of the Association. Should a vacancy occur in an at-large representative's position, the Board will elect a replacement at the next regularly scheduled Board meeting.

2.2.3 Powers

The Executive Committee will have the following authority:

2.2.3.1 Personnel

Subject to the budget adopted by the Board, the Executive Committee will perform the following personnel actions:

1. Recommend compensation for the Executive Director to the Board for review and approval.
2. Perform annual reviews of the Executive Director and submit that review to the Board for review and approval.

3. Review the classification and compensation plan and publicly posted salary schedule for Association employees, as submitted by the Executive Director, which will be approved by the Board of Directors.
4. Establish personnel policies for the conduct and behavior of employees, which will be reviewable by the Board.
5. Undertake such other personnel actions as may be requested by the Executive Director in support of his or her oversight of all other personnel matters, which will be reviewable by the Board in closed session upon request of the Board of Directors.

2.2.3.2 Delegation

The Executive Committee may act pursuant to any authority specifically delegated to it by the Board. The delegation will indicate whether the authority is still subject to the ultimate authority of the Board.

2.2.3.3 Authority to Act Between Meetings

The Executive Committee may act for the Board between Board meetings when calling a special meeting of the Board is impracticable, provided that no such action of the Executive Committee will be binding on the Board until ratified or approved by the Board. The Executive Committee has the authority to authorize actions recommended by the Legal Affairs Committee, with such actions to be ratified by the Board at its next meeting.

2.2.4 Meetings

The Executive Committee will hold regularly-scheduled meetings as set by the President, typically to coincide with the regular meetings of the Board. The President may schedule special meetings according to procedures established by Bylaws. All members of the Board may attend any meeting of the Executive Committee. Meetings of the Executive Committee may be closed to others at the discretion of the President or committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the committee.

2.2.4.1 Meeting Procedures

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

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

2.2.4.1.1 Quorum

A majority of the Executive Committee members in attendance will constitute a quorum for the transaction of business at any meeting of the Executive Committee.

2.2.4.1.2 Voting and Alternates

Each voting member will have one vote. No member may be represented by an alternate at a meeting of the Executive Committee.

2.2.4.2 Agenda Preparation

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

2.2.4.3 Reporting

The President, or any person designated by the President, will report the Executive Committee actions to the Board at each regular Board meeting. A report on actions of the Executive Committee will be available to any member of the Board upon request to the Executive Director.

2.2.4.4 Minutes

The Clerk will keep the Executive Committee 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, except in cases in which the Executive Committee meets during or immediately prior to a conference of the Association or immediately prior to a Board meeting, in which case the minutes, which may still be in draft form, will be mailed to each Board member promptly thereafter.

References:

California Corporations Code; Bylaws, Article 6.

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-2.2 Executive Committee 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.	Amended & Restated Bylaws as approved by the members on 11/30/22
1/31/2025	Revised Policy GO-2.2.3.1 to clarify that the ACWA Board is the approving authority for ACWA's public salary schedule, as required by CalPERS. The Executive Committee will review and make a recommendation to the Board.	Amended & Restated Bylaws as approved by the members on 12/4/2024