

Section:	GO-2 Governance	Approval Date:	7/31/2015
Policy:	GO-2.5 Staff Officers	Latest Revision:	1/29/2021

GO-2.5 Staff Officers

The Executive Director/Secretary and Controller/Treasurer of the Association are also officers of the Association.

2.5.1 Executive Director

The Executive Director/Secretary is an officer of the Association and is appointed by and holds office at the pleasure of the Board.

2.5.1.1 Duties and Authority

As an officer of the Association, the Executive Director has such authority to perform duties as set forth in the Association's Bylaws or as assigned by the Board directly or through the President or the Executive Committee. The Executive Director reports to the Board and is the principal executive responsible for implementing the policies and direction of the Board. The Executive Director is responsible for the Association's consistent achievement of its mission, financial objectives, and operations and functions, including overall strategic planning, revenue generation, financial management, organizational development, staff management, and programs and activities. In addition to the duties and authority set forth in the Bylaws, and within the constraints established in the Association's resolutions, policies, and annual budget, the Executive Director is responsible for the following:

2.5.1.1.1 Strategy and Planning

- Develops and leads the strategy of the organization within the broad context of the local and federal landscape by using performance measurements to guide strategic and operational decision-making.
- Takes a leadership role in driving a collaborative process with the Board, staff, and members which results in the development of goals, objectives, and operational plans for the organization.
- Oversees preparation of the annual budget and other necessary financial documents. Provides information and justifications for Board in its budgetary review and approval process.
- Cultivates a strong partnership with the Board in setting policies consistent with the mission of the Association.
- Directs staff activities to support the action of the Association's committees, subcommittees, task forces, and work groups.

2.5.1.1.2 Organizational Management

- Leads, motivates, and develops staff so that they are passionate about what the Association has achieved and are committed to working effectively toward continual improvement.
- Ensures that the organization has diverse staff with skills appropriate to the needs of the position through people-management activities including recruitment and hiring, separation of employment, ongoing staff development, performance management, compensation, and benefits.
- Ascertains that employment policies are adhered to in all employment practices and partners with the Board to implement changes.
- Ensures that the Association has the appropriate systems, physical space, and technology to operate efficiently and effectively.

2.5.1.1.3 Fiscal Oversight

- Leads organization's financial growth in order to maintain healthy cash flow, provide full services to our members, and maintain adequate reserves to support Board-approved investments and risk-taking.
- Executes contracts, agreements, or documents for which the Board has provided previous direction, policy, or approval covering such action.

2.5.1.1.4 External Affairs / Government Relations

- Promotes the Association's visibility and welfare through participation and membership in community forums, civic organizations, and activities that are aligned with the Association's mission and vision.
- Advocates at the local, state, and federal level for the public water policy issues that impact the Association's member agencies.
- Serves as the chief spokesperson for the Association with all key audiences; protects and promotes the Association's brand.

2.5.1.1.5 Program Development and Implementation

- Oversees and supports the development, design, and delivery of program initiatives, assuring that the goals and objectives are aligned with the Association's overall strategic plan.
- Oversees and supports the delivery of all program services to members.
- Provides for quality assurance monitoring of all the Association's programs, assuring correction of any deficiencies in program services.

2.5.1.2 Evaluation of the Executive Director

A. The Board believes that periodic evaluation of the Executive Director will help accomplish the following goals:

- Clarify the Executive Director's leadership and management role;

- Maintain a harmonious working relationship between the Board and the Executive Director; and
 - Assure the Board that the Association's general policies are being effectively administered by the Executive Director.
- B. The Executive Committee will formally evaluate the Executive Director's performance annually according to duties set forth herein as well as annual performance goals established by the Board. This evaluation will take place during Executive Committee's fall meeting, or as otherwise scheduled by the Executive Committee. Based on that evaluation, the Executive Committee will provide a summary report of the evaluation, including any recommendations pertaining to salary adjustment and other terms and conditions of employment, to the Board in closed session at the Board's next regularly-scheduled meeting.

2.5.2 Controller/Treasurer

The Controller/Treasurer is an officer of the Association whose duties will be performed by an Association staff position appointed by the Executive Director/Secretary. The Controller/Treasurer will be appointed by, report to, and act under the direction of the Executive Director/Secretary.

2.5.2.1 Purpose

The Controller/Treasurer, jointly with the Executive Director and Finance Committee Chair, ensures that current records are maintained, reflecting the financial condition of the Association. These records will include cash, investments, accounts receivable and other assets, accounts payable and other liabilities, and net asset balances.

2.5.2.2 Requisite Qualifications

The Controller/Treasurer must display knowledge of the Association's organization and personal commitment to its goals and objectives as well as an in-depth understanding of financial accounting, systems, controls, and reporting for nonprofit organizations. A certified public accountant (CPA) certificate is preferred for the Controller/Treasurer position, but is not required.

2.5.2.3 Duties and Authority

The Controller/Treasurer has such authority to perform duties as assigned by the Executive Director, those required by law, or as general usage would dictate. The Controller/Treasurer is responsible for the following duties and responsibilities:

- Ensure that effective systems and internal controls of accounting, budgeting and forecasting, investment management, payroll, credit and debt management, and cash flow management are maintained.
- Lead the development of the annual budget, coordinating with the Executive Director and Finance Committee and Budget Subcommittee.
- Lead biannual development of the other post-employment benefits (OPEB) evaluation report.
- Serve as the staff liaison to the Finance Committee and related subcommittees.

- Provide the Chair of the Finance Committee with timely updates on all budget matters and financial performance on a regular basis.
- Prepare or cause to be prepared and distributed as appropriate the following information/reports on behalf of the corporation:
 - Keep up-to-date versions of the Association's Articles of Incorporation and Bylaws;
 - Monitor the status of the Internal Revenue Service (IRS) section 115 designation and file formal designation information as necessary;
 - Keep: (1) adequate and correct books and records of account, and (2) membership records, including the Association's members' names, addresses, and membership class;
 - Prepare an annual report within 120 days after the close of the Association's fiscal year containing in "appropriate detail," (1) a balance sheet as of the end of the fiscal year, an income statement and a statement of cash flows for that fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the Association that they were prepared without audit from the Association's books and records; (2) a statement of the place where the names and addresses of the current members are located; and (3) a statement briefly describing any transaction or indemnification of the following kinds: (A) unless approved by members under Corporations Code § 7233(a), any transaction (i) to which the Association was a party;(ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50, 000; and (iii) in which an interested persons had a direct or indirect material financial interest; and (B) a brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Association unless the loan, guaranty, indemnification, or advance has already been approved by the members under Corporations Code § 5034, or the loan or guaranty is not subject to Corporations Code § 7235(a). See Cal. Corp. Code § 8321 and § 8322. The report must be sent to all directors and to any member who requests a copy in writing; and
 - Biennially file a **form SI-100 with the Secretary of State**, including: (1) the names and addresses of its chief executive officer, secretary, and chief financial officer;(2) the street address of the Association's principal office; and (3) the designation of an agent for service of process.
- Manage and oversee CalPERS contract and policies, workers' compensation, and other assigned contracts.
- Oversee the purchase and maintenance of any insurance policy or policies or bond on behalf of the Board, officers, or employees against any liabilities, other than for violating provisions

against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such as established by the Association's Bylaws.

- Attend, prepare reports, and participate in Board meetings and committee meetings.
- Sign on all accounts held by the Association.
- Participate in the Association's strategic planning process.
- Perform all duties incident to the office of the Controller/Treasurer.

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
9/30/2016	Eliminated requirement for a CPA certificate for the Director, Finance and Business Services position as part of Succession Plan action items, resulting in deletion of language from Policy 2.5.2.2 Requisite Qualifications for Controller/Treasurer. Revised policy indicates CPA certificate is preferred but not required.	ACWA Staff based on action by Executive Committee on 7/29/2016.
1/29/2021	Revised Policy 2.5.2 Controller/Treasurer to address language related to the Executive Director/Secretary's appointment of the position that performs the duties of Controller/Treasurer.	ACWA Staff based on recent organizational changes approved by the Executive Committee and Board of Directors.