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**POLICY 506 – MEMBERS OF THE GOVERNING BOARD**

**POLICY**

To provide guidelines to members of the Governing Board (Board), who are the unit of authority for Sweetwater Authority (Authority). Apart from their normal function as a part of this unit, Directors have no individual authority. Staff does not report to any one Director, but rather to the Board, which may direct formal action by a concurrence of the majority. As individuals, Directors may not commit the Authority to any policy, act, or expenditure. Individual Board members, except as authorized by the Board, shall have no power to act for the Authority, or the Board, or to direct Authority staff. The Board Chairperson has the authority to act on behalf of the Board on both routine and unusual matters, which may, depending on the nature of the matter, be subject to ratification by the Board.

**PROCEDURE**

The Board shall be comprised of seven (7) members, five (5) of whom are members of the Board of Directors of South Bay ~~Irrigation District~~Water and two (2) of whom shall be appointed by the Mayor of National City, subject to confirmation by the City Council of National City. The members appointed by the Mayor of National City shall be electors of National City at the time of assuming such offices and at all times during their terms of office, ~~and~~ they shall serve four (4) year terms. Any vacancy that occurs among the National City members of the Board shall be filled by appointment by the Mayor of National City, subject to confirmation by the City Council of National City. In order to assist in the governance of behavior as a member of the Board, the following shall be observed:

- A. Directors shall act as a part of the body that represents and acts for the community as a whole and should not represent any fractional segment of the community.
- B. Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board. Information may be requested from, or exchanged with, the General Manager or Assistant General Manager before meetings. Information that is exchanged before meetings shall be distributed to Directors so that all Directors receive all information being distributed. Copies of public information exchanged before meetings shall be available at the meeting for members of the public in attendance, and shall also be provided to anyone not present upon their request. For matters that are to be considered under closed session, information may be requested from, or exchanged with, legal counsel.
- C. Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.
- D. Directors shall defer to the Chairperson for conduct of meetings of the Board, but shall be free to question and discuss items on the agenda. All comments should be



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FOR THE GOVERNING BOARD**

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brief and confined to the matter being discussed by the Board.

- E. Directors may request for inclusion into minutes brief comments pertinent to an agenda item only at the meeting that item is discussed (including, if desired, a position on abstention or dissenting vote).
- F. Directors shall recuse themselves and abstain from participating in consideration on any item involving a conflict of interest under state law or applicable regulations. Unless such a conflict of interest exists, however, Directors should not abstain from the Board's decision-making responsibilities.
- G. Because the General Manager is the Chief Executive Officer of the Authority and is responsible for overseeing the administration and operation of the Authority, Directors shall channel requests for substantive information and/or research through the General Manager. Requests by individual Directors that entail substantial effort or cost will be channeled through the Board.
- H. Individual Directors shall not act independently to direct the General Manager in the performance of duties, or to provide or compile data, information, or reports.
- I. Directors shall not exchange information about projects, personnel, or any other business matter with employees of the Authority without the knowledge of the General Manager.