

## **8.0 BOARD COMMITTEES**

The purpose of Board Committees is to provide adequate time for detailed review and evaluation of information for a small group of Directors to be knowledgeable and informed on appropriate matters. The Committees shall keep the Board apprised of the matters it is considering and make recommendations to the Board prior to Board action.

**8.1 Standing Committees.** TRWD's Board has established the following standing or perpetuate committees of TRWD's Board of Directors:

**Construction and Operations Committee.** This Committee reviews TRWD's construction activities as well as the operations and maintenance of TRWD infrastructure. This review includes, but is not limited to, design, construction, and maintenance contracts for new and existing infrastructure, water supply contracts, conservation programs, watershed protection and water quality, and electricity purchases.

**Real Estate Committee.** This Committee reviews, considers, and evaluates real estate purchases, operating agreements, and sales of real estate.

**Finance and Audit Committee.** This Committee reviews TRWD's financial information, investment policies, and audits. This Committee serves on behalf of the Board as the primary point of contact for the internal auditor and internal audit department.

**Administration and Policy Committee.** This Committee reviews and evaluates Board Governance Policies and Board Policies, including proposals or recommendations for additions or amendments to Board Governance Policies and Board Policies. This Committee also oversees the General Manager's annual evaluation and makes recommendations to the Board regarding the General Manager's compensation.

**Recreation Committee.** This Committee considers all aspects of TRWD's recreation investments including, but not limited to, infrastructure investments, infrastructure operations and maintenance, programming, and events. Construction, operations, and maintenance activities specific to TRWD recreation infrastructure are considered by and within the purview of the Recreation Committee. All other construction, operations, and maintenance activities are in the purview of the Construction and Operations Committee.

**8.2 Special Purpose Committees:** In addition to the standing or perpetual committees discussed in Section 8.1, the Board may vote from time to time to create special purpose committees to address a particular project or program. The Board shall give a name to a special purpose committee that is reflective of the committee's function

and purpose. A special purpose committee created by the Board shall exist for no longer than one year unless the Board votes to extend the time for its existence.

**8.3 New Committees.** The Board President or two members of the Board may propose the creation of new or additional standing committees or special purpose committees. The Board shall consider the creation of any new standing or special purpose committee to confirm the need for the new committee. Any new standing or special purpose committee is created by a majority vote of the Board at the next regularly-scheduled Board meeting after the new committee is proposed.

**8.4 Committee Membership.** The Board President appoints Directors to standing committees or special purpose committees. Each Director shall serve on at least two standing committees. The General Manager or designee from the executive or leadership team shall be an ex-officio member of all Committees. The General Manager and/or designee may be excused from a Committee meeting when matters related to the General Manager are under review or consideration.

If a vacancy occurs on a Board-established Committee, the President shall promptly designate a replacement Director to the Committee.

On or before August 1 in an election year, the Board shall vote to appoint or reappoint the members of TRWD's standing committees.

**8.5 Committee Meetings.** Committee meetings will be held on the date, time, and location determined by the Directors who serve on the Committee.

**8.6 Board Referrals of Matters to Committees.** The Board may refer specific items to committees for review or consideration and for recommendation to the Board. If the Board refers an item to a Committee, a Committee meeting shall be called as soon as practicable to review or consider the matter and prepare a recommendation to the Board for potential Board action.