



# **Board Governance Policies**

The following amends and supersedes the Tarrant Regional Water District Board Governance Policies adopted July 22, 2013 and amended on November 18, 2014 and September 17, 2019. These Board Governance Policies were adopted on October 19, 2021 and were amended on December 12, 2023.

## **1.0 LEGAL STATUS**

The Tarrant Regional Water District (“TRWD” or the “District”) is a water control and improvement district created under article XVI, section 59 of the Texas Constitution. TRWD is a political subdivision of the State of Texas.

TRWD’s authority comes from the legislative act creating TRWD, Tex. Rev. Civ. Stat. Ann. art. 8280–207 as amended (the “Enabling Act”). Under the provisions of the Enabling Act and the Texas Water Code, all powers of TRWD shall be exercised by TRWD’s Board of Directors (the “Board”).

## **2.0 MISSION AND OBJECTIVES**

**2.1 Vision Statement.** Enriching Communities, Improving the Quality of Life.

**2.2 Mission Statement.** It is TRWD's mission to:

1. Deliver a reliable, resilient, and sustainable supply of water to the public at the lowest cost and highest quality possible;
2. Reduce the risk of flooding in our communities with dependable flood damage reduction infrastructure and operations; and
3. Enhance the quality of life in North Texas communities by creating recreation opportunities around TRWD infrastructure to enable active lifestyles.

**2.3 Tenets and Objectives.** The strategic tenets of TRWD include resource stewardship, reliability, continuous improvement, a results-oriented approach, and care for the communities TRWD serves and its employees.

The strategic objectives TRWD identifies to guide its work shall be set forth in a Strategic Plan prepared by the General Manager that is updated and presented regularly, and not less than once every five (5) years, to TRWD's Board.

### **3.0 THE BOARD OF DIRECTORS**

TRWD shall be governed by a board of five elected directors.

**3.1 Board Authority.** The Board shall be responsible for the management of all the affairs of TRWD.

The Board may only officially act or transact any business of TRWD by majority vote of the Directors present at a properly-noticed meeting that complies with the Texas Open Meetings Act, at which a quorum of the Board is present and voting.

**3.2 No Individual Director Authority.** Individual Directors shall not exercise authority over TRWD, its property, or its employees. Unless expressly authorized by the Board, individual Directors may not act on behalf of the Board, may not speak on behalf of the Board, and may not commit the Board on an issue.

No individual Director may waive or disclose any privilege, confidential information, or right available to the Board, including any privileges or confidentiality which may apply to litigation, to real property matters, to matters concerning the awarding of contracts, or purchasing of equipment or materials.

**3.3 Board Duties and Responsibilities.** The Board will select and employ a person to serve as the General Manager for TRWD. The Board makes all decisions regarding the General Manager's compensation and has the authority to remove the General Manager in the best interests of TRWD. The General Manager will report directly to the Board.

The Board, in consultation with and with recommendations developed by the General Manager and executive team, will adopt the overall strategic plan and objectives of TRWD and review them on a regular basis. The Board shall also adopt policies it determines are in the best interest of TRWD for the operation of the District.

Each year, the Board shall adopt an annual budget.

The Board shall faithfully discharge its duties by conducting its affairs and management of TRWD in a highly ethical manner to serve the public trust and based on sound business judgment. Directors shall not discharge their duties or direct actions of TRWD for any purpose of private gain or to seek personal advantage.

**3.4 Delegation to the General Manager.** The Board delegates to the General Manager the full authority to manage and operate TRWD's affairs subject only to the orders or directives of the Board. This delegation of authority to the General Manager includes all general powers and duties in the Enabling Act, other applicable law, and Board policies necessary to accomplish TRWD's mission, plans, and strategic objectives

as approved by the Board, except for the powers and duties specifically reserved for the Board by the Enabling Act, state law, or other Board policies.

The Board's delegation of authority to the General Manager includes the authority to employ all persons necessary to properly conduct TRWD's business and operations. The general powers, duties, and responsibilities of the General Manager are set forth in Section 4.0 of these Board Governance Policies.

The strategic objectives TRWD identifies to guide its works shall be set forth in a Strategic Plan prepared by the General Manager and adopted by the Board that is updated and presented regularly to TRWD's Board, and no less than once every five (5) years, to ensure TRWD is furthering its mission for the North Texas community.

**3.5 Elections.** The election of Directors for TRWD's Board is governed by Texas Water Code Chapter 49, subchapter D and the Texas Election Code. Elections will be held in May of each odd-numbered year to elect the appropriate number of Directors. Generally, members of the Board shall serve staggered four-year terms until their successors have been qualified.

The Board shall convene at a regularly-scheduled, special, or called Board meeting no later than the eleventh day after the election day and not earlier than the time prescribed by the Election Code to conduct the local canvas. After the local canvas is conducted at the Board meeting, and before further Board action is taken, the elected candidates shall be administered the oath of office.

Within thirty (30) days after qualification of Directors following an election, each elected Director shall certify in writing that he or she has read these Board Governance Policies and agrees to follow them in the discharge of his or her duties as a Director of TRWD's Board.

**3.6 Election of Officers.** At the first Board meeting after qualification of Directors following an election, the Board shall elect from its membership a President, Vice President, and Secretary and such other officers or assistant officers the Board deems necessary. In addition, the Board may call an election of officers as it deems necessary and appropriate based on a majority vote of the Board at a properly-noticed meeting at which a quorum of the Board is present and voting.

The Vice President or Secretary shall serve as chairperson and shall preside over the Board meeting during the election of officers until such time as the President is elected.

Nominations for officers may be taken from the floor at the Board meeting prior to the vote. After nominations have been closed, Board members shall cast their vote. When there is only one nominee for an office, the chair can declare that the nominee is elected, effecting the election by unanimous consent or acclamation. An election to an office shall become final immediately.

Individual officer vacancies in the midst of a term may be filled by vote of the Board at the next regularly-scheduled Board meeting or at a special or called Board meeting.

**3.7 Duties of the President.** The Board President is the chief executive officer of the District and shall execute all documents on behalf of TRWD unless the Board authorizes another Director, the General Manager, or other TRWD staff member to execute a document or documents on behalf of TRWD. The President shall generally be authorized to represent the District at official functions unless the Board authorizes another Director to serve as the District's representative at a particular function.

The President shall preside as the chairperson at all Board meetings. In the absence or unavailability of the President, the Vice President or Secretary shall preside. As chairperson, the President shall:

1. Call to order any Board meeting;
2. Preserve order and decorum in all Board meetings;
3. Confine the Directors' debate at Board meetings to the issue under discussion;
4. Decide all questions of order with guidance from *Robert's Rules of Order*, subject to a Director's appeal and request for a vote on the question of order;
5. Have the right to declare a recess for a short intermission or break; and
6. State all questions submitted for a voice vote or roll call vote, upon the request of any Director.

The President shall generally be authorized to recommend the creation of Board committees to the Board and appoint Directors to serve on Board committees. The President shall call special meetings of the Board and review the agendas for Board meetings.

The President shall inform the Board of all correspondence to TRWD that directly concerns the Board and deliver the advice of attorneys and auditors to Directors.

The President, in consultation and cooperation with the General Manager and executive team or leadership team, shall respond to Director requests for reports, Director requests for information, requests for special meetings, and placement of matters on the agenda for Board meetings. The President may request that the General Manager or appropriate executive or leadership team member respond to Director requests.

**3.8 Duties of the Vice President.** The Vice President shall act as the Board President in case of absence or unavailability of the President. The Vice President shall serve as

the chairperson at any Board meeting if the President is absent. The Vice President shall also have authority to execute contracts and documents on behalf of TRWD in the absence or unavailability of the President. The Vice President shall also have the authority to attest to the President's signature on all contracts and legal documents if the Secretary is absent or unavailable.

**3.9 Duties of the Secretary.** The Secretary is responsible for ensuring that all records and books of TRWD are properly kept and may attest to the President's signature on all contracts and legal documents. TRWD's Records Management Officer assists the Secretary in the discharge of this responsibility to ensure proper management and retention of records and books. The General Manager may select one or more staff members to assist the Secretary and Records Management Officer ensure proper management and retention of records and books.

**3.10 Access to Information.** An individual Director, acting in his or her official capacity, shall have the right to request and obtain information regarding TRWD's administration or operations, including fiscal management, contracting and purchasing, personnel matters, and existing reports or internal correspondence regarding TRWD's affairs. If a Director is not acting in his or her official capacity, the Director has no greater right to TRWD records than a member of the public.

If information is requested and provided to an individual Director that is confidential or privileged, the General Manager or his designee shall advise the Director of the responsibility to comply with all confidentiality and privilege requirements.

Individual Directors shall not direct or require TRWD staff to prepare reports derived from an analysis of information in existing District records or to create a new record compiled from information in existing District records. Directives to TRWD staff regarding the preparation of reports shall be made by the Board as a whole.

**3.11 Communication with or regarding TRWD Staff.** Directors should direct all requests for information from or meetings with TRWD staff to the General Manager or his or her designee. The General Manager, or his or her designee, may make the decision whether to attend the meeting between a Director and TRWD staff.

A Director may not exert pressure of any kind on the General Manager or staff members to hire, promote, change the compensation or benefits of, or dismiss any employee of the District. The authority to hire, promote, dismiss, or change the compensation or benefits of any TRWD staff ultimately rests with the General Manager. If a Director does attempt to exert such pressure, the General Manager is instructed and obligated to bring the matter to the attention of the Board.



**3.12 Training.** The Board shall receive annual training and/or legal updates regarding open governance, particularly the Texas Open Meetings Act and Texas Public Information Act, and ethics.

**3.13 Board Compensation.** A Director is entitled to receive fees of office for each day the Director actually spends performing the duties of a Director. For this policy, “performing the duties of a Director” means substantive performance of the management or business of the District, including participation in Board and committee meetings and other activities involving the substantive deliberation of District business and in pertinent educational programs. The phrase does not include routine or ministerial activities such as the execution of documents, self-preparation for meetings, or other activities requiring a minimal amount of time.

The Board by resolution shall set the fees of office, as well as a limit on the fees of office that a Director may receive in a year. The Board may not set the fees of office at an amount greater than the amount of the per diem set by the Texas Ethics Commission for members of the legislature under section 24a, Article III, Texas Constitution. The Board may not set the annual limit at an amount greater than \$7,200.

**3.14 Expense Reimbursement.** Directors may submit and receive reimbursement for actual expenses incurred by an individual Director for his or her reasonable travel, lodging, or meals required when attending to the business of the District.

**3.15 Education and Training Expenses.** Because a well-educated and knowledgeable Board of Directors is important to TRWD’s mission and objectives, TRWD may authorize and reimburse Directors’ reasonable expenses for attending educational, training, and developmental opportunities related to issues facing water districts.

**3.16 Board Vacancies.** A mid-term vacancy on the Board shall be filled for the remainder of the unexpired term by appointment of the Board no later than sixty (60) days after the date the vacancy occurs. The appointment shall be made by majority vote of the Board at a regular or special meeting. Eligible candidates for appointment shall be compiled through any process the Board in its discretion determines to be fair, appropriate, and in the best interests of the public. Factors to consider in making the appointment may include the amount of time before the next regular Board election, the results of the most recent past election, public input, and any other factors the Board considers to be in the public’s interest.

## **AUTHORITY**

Tex. Elec. Code § 67.003(b)  
Tex. Gov’t Code §§ 551.001, et seq.

Tex. Water Code § 49.053  
Tex. Water Code § 49.054  
Tex. Water Code § 49.056  
Tex. Water Code § 49.057  
Tex. Water Code § 49.060  
Tex. Water Code § 49.105  
Tex. Water Code, Chapter 49, subchapter D

## **4.0 THE GENERAL MANAGER**

The General Manager shall perform all general powers and duties delegated to the General Manager by the Board. The General Manager shall report to the Board of Directors and work with TRWD's executive team and leadership team to effectuate the District's strategic direction, formulate procedures and plans, and provide overall direction to the District to ensure TRWD's continued success. The General Manager is ultimately responsible for the management, operational effectiveness, and financial health of the District.

**4.1 Executive and Leadership Teams.** The General Manager may establish an executive team and leadership team and may select the members to serve on the executive team and leadership team to assist the General Manager with the management and operation of the District.

**4.2 Hiring and Removal.** The Board, acting as a body, shall hire a General Manager of TRWD. The Board, acting as a body, may remove a General Manager if the Board determines it is in the best interests of TRWD.

**4.3 Duties and Responsibilities of the General Manager.** The General Manager shall manage and operate TRWD's affairs in accordance with local, state, and federal law and Board policies. The General Manager may delegate any general duties or responsibilities, including the duties identified below, to a member of the executive team, leadership team, or other TRWD staff to serve as the General Manager's designee.

In addition to the general powers and duties delegated by the Board to the General Manager, the General Manager shall:

1. Collaborate with the Board of Directors in defining and establishing TRWD's mission, vision, and strategic goals;
2. Attend all special and regular meetings of the Board of Directors and meetings of Board Committees, or ensure that a member of the executive team or leadership team attends in the General Manager's absence or unavailability;
3. Manage and oversee the complete operation of TRWD in accordance with the direction established in the Strategic Plan and ensure compliance with all legal and regulatory requirements;
4. Supervise and control access to and activities upon TRWD facilities or property;

5. Have ultimate authority to hire, determine compensation and benefits, and supervise all employees of TRWD, including dismissal of any TRWD employee for any reason not prohibited by local, state, or federal law;
6. Serve as the primary spokesperson and representative for the District and act as a liaison between the District and the community;
7. Develop and recommend to the Board strategies and operating plans that support Board initiatives and assist in achieving short-term and long-term goals of TRWD, including strategies and plans which ensure and promote the financial health and viability of the District;
8. Ensure the Board is advised of the financial health and needs of the District;
9. Continuously review Board policies and if any deficiencies are identified, provide such information to the Board;
10. Ensure TRWD staff develop and implement administrative procedures and practices to effectuate Board policies and to ensure TRWD complies with all local, state, and federal laws;
11. Ensure TRWD administrative procedures and practices are consistent with and reflective of the policies adopted by the Board;
12. Make recommendations to the Board on any matter the General Manager deems necessary;
13. Make recommendations, as appropriate, to the Board regarding the hiring of private consultants (accountants, engineers, and financial advisers) and supervise and coordinate the authorized work of any private consultant retained by the Board; and
14. Perform any other duties and responsibilities assigned to the General Manager by the Board.

**4.4 Annual Evaluation.** The Board of Directors shall conduct an annual review of the General Manager's performance. The annual review should be conducted prior to December 1 each year. The Board may enlist the assistance of a private consultant or attorney to facilitate the evaluation process.

The Board shall conduct the General Manager's evaluation, which may be developed with a private consultant, based on pre-established criteria identified by the Board that are tied to the District's Strategic Plan and the duties and responsibilities delegated to the General Manager. The General Manager shall conduct a self-evaluation, in consultation with any private consultant retained by the Board, which addresses each of the criteria established by the Board.

Each Director shall participate in the evaluation of the General Manager based on the General Manager's self-evaluation and a Director's individual discussion with the General Manager or interview conducted by any private consultant retained by the Board.

The Board shall complete the evaluation and discuss the Board's conclusions with the General Manager in an executive session closed to the public.

**4.5 Compensation.** The Board of Directors shall establish the annual salary the General Manager receives. The Board may vote to authorize additional remuneration to the General Manager, such as incentive or performance-based compensation, so long as the additional compensation is consistent with the Texas Constitution and Texas state law.

**4.6 Ethics and Standards of Conduct.** The General Manager shall follow all standards of conduct and ethical practices set forth in Board policies and TRWD's administrative procedures. The General Manager shall not accept payment from any source other than TRWD for work performed as the District's General Manager.

No member of the General Manager's family, within the third degree by consanguinity or within the second degree of affinity as defined in Chapter 573, subchapter B of the Texas Government Code, and no domestic partner of or individual in a dating relationship with the General Manager, may be employed by TRWD or have a substantial interest in an organization associated with or benefiting from TRWD without disclosure to and authorization from the Board of Directors.

**5.0 BOARD POLICYMAKING.** In addition to these Board Governance Policies and the framework under which the Board of Directors must operate under the law, the Board shall adopt additional policies for the operation of TRWD. The following procedures shall be followed with respect to preparation and adoption of Board Governance Policies, Board policies, and presentation of TRWD administrative procedures to the Board.

### **5.1 Definitions.**

Board Governance Policies: Board Governance Policies shall be the policies, outlined herein, that are adopted by the Board regarding the Board's own internal operations and procedures and shall be binding on all individual Directors serving on the Board.

Board Policies: TRWD shall be guided by Board-adopted written policies accessible to the public that serve as a primary method by which the Board exercises its governance over the operation of the District.

Administrative Procedures: The General Manager and TRWD staff shall be responsible for developing and enforcing procedures for the operation of the District that are consistent with and designed to implement Board policy and local, state, and federal law. TRWD's administrative procedures shall be designed to promote and further the mission and objectives of the District. These procedures shall be the administrative regulations of TRWD and should consist of guidelines, handbooks, manuals, forms, and any other documents setting forth the standard operating procedures of TRWD.

**5.2 Requests for Additional Policies or Amendments to Policies.** The General Manager or designee shall monitor Board policies and the implementation of Board policies and identify any needed changes or additions to existing Board policies to ensure compliance with all local, state, and federal law, and the effective operations of the District.

The Board or an individual Director may also request at a properly-noticed meeting or in writing to the Board President and General Manager, that TRWD staff prepare an additional Board policy or amendment to existing Board Governance Policies or other Board policy for consideration by the Administration and Policy Committee.

**5.3 Policy Formation and Submission.** When the General Manager or designee identifies needed additions or amendments to Board Governance Policies or Board policies, or the Board or an individual Director requests additions or amendments to Board Governance Policies or Board policies, the General Manager or designee shall prepare the requested policies or amendments to existing policy. The General Manager or designee shall ensure all proposed Board Governance Policies or Board policies or amendments to existing Board Governance Policies or Board policies go through legal review. After legal review, the General Manager or designee shall submit the proposed

policies or amendments to existing policy to the Administration and Policy Committee for review and consideration.

After consideration of the proposed additions or amendments to Board Governance Policies or Board policies by the Administration and Policy Committee, the Committee members, in consultation with and assistance from the General Manager or appropriate member of the executive or leadership team, shall make recommendations regarding any proposed additions or amendments to Board Governance Policies or Board policies to the Board for review and consideration.

**5.4 Consideration and Adoption of Board Policy.** All proposed policies or amendments to existing Board Governance Policies or other Board policies shall be considered by the Board at a regular, special, or called Board meeting or Board workshop. The proposed policy or amendment to Board Governance Policies or other Board policy shall be timely placed on the Board agenda. A copy of the proposed Board policy or amendment to existing Board policy shall be provided to all Directors at least 72 hours before the Board meeting where the proposed policy or amendment to Board Governance Policies or other Board policy will be considered.

All policies or amendments to Board Governance Policies or other Board policies must be adopted by a majority vote of the Board at a properly-noticed meeting at which a quorum of the Board is present and voting. The formal adoption of Board Governance Policies or other Board policies or amendments to Board Governance Policies or other Board policies shall be recorded in the minutes of the Board meeting. Only those proposed policies or amendments to proposed policies adopted by a majority vote of the Board shall be regarded as official policy of TRWD's Board of Directors.

**5.5 Board Review of Administrative Procedures.** Administrative procedures that are developed or amended by the General Manager or his or her designee shall be regularly presented to the Board. The Board does not vote on or adopt TRWD's administrative procedures.

## **6.0 BOARD MEETINGS**

A meeting of the Board of Directors of TRWD is defined as any meeting that is required to be posted under the Texas Open Meetings Act. The Board shall give written notice of the date, hour, place, and subject(s) of each meeting it holds.

All regular monthly meetings and special meetings of the Board shall be open to the public, and public notices shall be posted in compliance with applicable state law.

**6.1 Regular Monthly Board Meetings.** The Board of Directors shall conduct monthly regular Board meetings in accordance with Section 49.064 of the Texas Water Code and Chapter 551 of the Texas Government Code. The Monthly Board Meeting shall be held at 800 E. Northside Drive, Fort Worth, Texas in the TRWD Administrative Offices building. When determined necessary and for the convenience of the Directors, the Board President, or a majority vote of the of the Board, may change the location of a Board meeting. The notice for that Board meeting shall reflect the changed location.

Directors of the TRWD shall be given 72 hours' notice for regular monthly and special meetings.

All meeting notices and official records of Board meetings shall be preserved in accordance with applicable state law and TRWD's record retention procedures.

**6.2 Special or Called Board Meetings/Board Workshops.** The Board President shall call special or called Board meetings or workshops as appropriate. The Board President shall call a special or called Board meeting or workshop at the President's discretion or at the formal, written request of two Directors. A formal request shall:

1. Be submitted by two or more Directors to the Board President either by e-mail or paper;
2. Contain language for the specific agenda item(s) for the requested special or called Board meeting that is/are identical from two Directors; and
3. If submitted on paper, be signed by two or more Directors with the date of the request.

The Board shall hold a special or called meeting addressing the specific agenda items presented in the formal, written request within 60 days after the formal, written request is received.

**6.3 Emergency Meetings.** The Board President may call an emergency meeting when an emergency or an urgent public matter arises that is an imminent threat to public health and safety, or a reasonably unforeseeable situation arises, and the Board has a need to take immediate action.



Notice for emergency meetings shall be provided to the Directors at least one hour prior to the scheduled time of an emergency meeting.

**6.4 Notice to the Public.** Notice of a Board meeting shall be posted in a place convenient to the public and in the Administrative Offices of TRWD, as well as on the internet, at least 72 hours before the scheduled time of a meeting. The notice shall also be provided to the secretary of state and the county clerk of the county in which the administrative office of TRWD is located; or, TRWD may post notice of each meeting on TRWD's website.

Notice for an emergency Board meeting or the addition of an emergency action item to a meeting agenda shall be posted for at least one hour before the meeting is convened.

**6.5 Executive Session (Closed Meeting).** The Board of Directors may meet in executive session closed to the general public on matters exempted by the Texas Open Meetings Act or other applicable state law from public meeting requirements, provided that requirements for public notice and documentation of such sessions are followed.

Procedures for Executive Session: If a closed meeting is allowed, the Board shall not conduct the executive session unless a quorum of the Board first convenes in an open meeting for which proper notice has been given and the presiding officer has publicly announced that an executive session will be held and has identified the section or sections of the Texas Open Meetings Act or other applicable law under which the executive session is held.

Certified Agenda: The Board shall keep a certified agenda of the proceedings of each executive session closed to the general public except for private consultations with the District's attorney as permitted under Sections 551.071 and 551.103 of the Texas Government Code. The certified agenda will include a statement of the subject matter for each deliberation, a record of any further action taken, and an announcement by the Board President at the beginning and end of the closed executive session indicating the date and time. Board members, acting in their official capacity, may not receive, remove, or copy the certified agenda from an executive session.

The Board President shall attest that the certified agenda is a true and correct record of the proceedings. The certified agenda will be retained by the District's General Counsel as a record of a closed executive session for at least two years after the date of the meeting. If litigation regarding the executive session is brought within the two-year preservation period, the Board shall preserve the certified agenda while the litigation is pending.

Recording Prohibited: Executive sessions (closed meetings) shall not be recorded by any person unless a majority vote of the Board authorizes such recording.

Conflicts of Interest in Executive Session: A member of the Board of Directors shall not participate in a portion of an executive session involving any litigation that the member

has pending against the District. Additionally, no person shall attend a portion of an executive session when the individual's interests on a topic are adverse to the District's.

No Participation in Improper Closed Meetings: No Director shall willfully call or aid in calling an executive session, or to close a meeting or session to the public, or willfully participate in an executive session where an executive session is not duly posted or otherwise not permissible. No Director shall knowingly participate in an executive session knowing that a certified agenda of the executive session is not being kept. No Director or group of Directors of the Board should circumvent, or conspire to circumvent, the provisions of the Texas Open Meetings Act by meeting in numbers constituting less than a quorum for the purpose of secret deliberations in contravention of the Open Meetings Act.

If, in the opinion of a Director, a discussion in the executive session goes beyond the specific called agenda item(s) or includes topics that should not be discussed in executive session under law, the Director should call the presiding officer's attention to a "point of order."

Except as required by court order, other applicable law or under the provisions of this section, no one other than a TRWD Board member will be granted access to executive session records. Requests for access or review of such records by a TRWD staff member or legal counsel retained to represent TRWD must be made in writing to the General Counsel and must state the reasons for the request. Access to the records will be granted only by the General Counsel. The General Counsel will be responsible for maintaining the confidentiality of executive session records.

**6.6 Rules of Order.** The Board of Directors will use the modified parliamentary procedures as articulated in *Robert's Rules of Order, Newly Revised* as a guide when applicable or when any procedural dispute arises. The Board President shall be the final authority for interpreting the applicability of *Robert's Rules of Order* in all Board meetings. The Board may suspend procedural rules at any Board meeting by a majority vote of Directors who are present and cast a vote.

**6.7 Voting.** Directors may vote by a show of hands or by voice vote, depending on the direction given by the Board President. Any Director may abstain from a vote. Such vote or abstention from the vote shall be recorded upon that Director's request.

Any final action, decision, or vote by the Board on a matter deliberated in an executive session shall be made only in an open meeting for which proper notice has been given.

**6.8 Discussion and Limitations.** All Board discussions shall first be addressed to the Board President and then opened to the entire Board. Discussion shall be limited solely to the agenda item presently under deliberation. The Board President shall terminate any discussion that does not apply to the agenda item before the Board.

Additionally, the Board President shall terminate discussions which exceed any agreed time limitation for discussion of a particular agenda item, and that time limit has expired. The Board President shall not otherwise interfere or impede debate among the Directors so long as members wish to address only those items under consideration.

Directors shall conduct themselves in accordance with the Board's Standards of Conduct and ethical obligations during discussions.

**6.9 Public Comment.** The Board shall provide a forum at regular Board meetings for members of the public to comment on matters not on the agenda. The Board will allow each member of the public who desires to address the Board regarding an item on an agenda for an open meeting of the Board to address the Board regarding the agenda item at the beginning of the Board meeting during the public comment forum provided by the Board. At all other times during Board meetings, the audience shall not enter into discussion or debate on matters being considered by the Board.

All individual presentations shall be limited to three (3) minutes, regardless of the number of agenda items on which the individual seeks to comment, or six (6) minutes if such comments are provided through a translator. The Board President may allow additional time for an individual presentation if the Board President deems the time limit is unreasonable under the circumstances.

In response to an inquiry from a member of the public at a meeting, the Board may either provide a statement of specific factual information or recite existing policy. Any deliberation or decision about the subject of the inquiry shall be limited to a proposal to place the subject on the agenda for a subsequent meeting.

**6.10 Minutes.** Action taken by the Board of Directors shall be carefully recorded by the Board Secretary or TRWD staff member assisting the Board Secretary and provided to all Directors before the next meeting at which the minutes shall be approved. Public comments shall be recorded in the minutes by reciting the agenda item and/or subject written on the commenter's speaker card submitted prior to the meeting, or as communicated to TRWD staff prior to the public meeting. Corrections to the minutes shall be made at the meeting at which they are approved. Once approved or corrected by the Board at the next regular or special/called meeting, these minutes shall serve as the legal record of official Board action. Approved minutes of all meetings shall be signed by the Board President and Board Secretary.

Minutes of the Board of Directors meetings shall be kept in an official file and retained in accordance with TRWD's records retention schedule. Individuals wishing to review the minutes should contact TRWD during regular business hours. Minutes may also be accessed by visiting TRWD's website.

**6.11 Conduct at Board Meetings.** The Board shall not tolerate disruption of the meeting by members of the public. If, after at least one warning from the Board President,

any person continues to disrupt the meeting by his or her words or actions, the Board President shall request assistance from law enforcement officials to have the person removed from the meeting.

Individuals attending Board meetings shall not engage in conduct that disrupts, interrupts, or causes delay in the proceedings. The Board President shall take such measures as may be necessary to ensure that decorum is preserved at all times during Board meetings.

**6.12 Board Committees.** Duly-created Board committees, discussed in Section 8.0 of these Board Governance Policies—which may consist of Directors and TRWD staff—may only conduct meetings, consider issues, and make recommendations to the Board regarding matters within the specific authority granted by the Board. Unless otherwise delegated by the Board to the committee, to be binding on the Board, all committee recommendations must be provided to the Board at the next regular or special/called Board meeting for consideration and discussion, and a vote by the Board regarding the committee’s recommendation.

**6.13 Training.** Members of the TRWD Board of Directors shall participate in annual training prior to September 1 each year on the Texas Open Meetings Act.

## **AUTHORITY**

Tex. Gov’t Code §§ 551.001, et seq.  
Tex. Gov’t Code § 551.005  
Tex. Gov’t Code § 551.007  
Tex. Gov’t Code § 551.041  
Tex. Gov’t Code 551.042  
Tex. Gov’t Code § 551.045  
Tex. Gov’t Code E § 551.0554  
Tex. Gov’t Code § 551.101  
Tex. Gov’t Code § 551.103  
Tex. Gov’t Code § 551.104  
Tex. Gov’t Code § 551.144  
Tex. Gov’t Code § 551.445  
Tex. Atty. Gen. Op. JC-0120 (1999)  
Tex. Atty. Gen. Op. JM-1004 (1989)  
Tex. Atty. Gen. Op. JC-0506 (2002)  
Tex. Atty. Gen. Op. KP-0300 (2020)

## **7.0 BOARD MEETING AGENDAS**

The General Manager, in consultation with the Board President, shall prepare the agenda for all Board meetings. Agendas for all Board meetings shall be sufficiently specific in order to inform the public of subjects to be deliberated at the meeting, including any special or unusual matters in which the public has a particular interest.

**7.1 Requests for Agenda Items.** The Board President or any two members of the Board of Directors may request that a subject be included on the meeting agenda for open meetings. A request can be made orally at a Board meeting that is open to the public or in writing to the Board President and/or General Manager.

The General Manager shall include all timely submitted items that satisfy these criteria on a preliminary agenda for review in consultation with the Board President. If a written request for an agenda item is not made with sufficient time to be placed on the agenda for the next Board meeting, the General Manager shall include the requested agenda item on the agenda for the following Board meeting.

**7.2 Order of Business.** The order of business for all regular monthly meetings of the Board of Directors shall be as set forth in the agenda accompanying the notice of the meeting. During the meeting, the Board President may change the order in which agenda items are taken, unless a majority of the Board votes to retain the order of items as listed on the agenda.

**7.3 Consent Agenda.** When preparing the agenda, the General Manager, in consultation with the Board President, shall determine which agenda items, if any, qualify for placement on the consent agenda. Consent agendas shall include routine or recurring items which are grouped under one action item. Consent agenda items shall be presented on the posted agenda by listing them individually under the "Consent Agenda" item, with additional detail provided in the posted backup material. The Board of Directors shall be provided with background material supporting each consent agenda item. Consent agenda items shall be acted on by one Board vote without separate discussion, unless the General Manager or a Board member requests that an item be withdrawn from the consent agenda for individual consideration. Any remaining consent agenda items shall be adopted under a single motion and vote.

By way of example only, consent Agenda Items may include, but are not limited to:

1. Items that are routine and ministerial in nature;
2. Items not involving an expenditure of funds; or
3. Items involving a minimal or nominal expenditure of funds.

**7.4 Executive Session.** All Board meeting agendas shall include language reflecting the possibility of an executive session during an open meeting, in accordance with state law.

**7.5 Emergency Agenda Items.** In an emergency or when there is an urgent public necessity, a meeting agenda to deliberate or take action on an emergency or urgent public necessity, or a supplemental notice to add the deliberation or taking of action on the emergency or urgent public necessity as an item to the agenda for a meeting for which notice has been posted in accordance with the Texas Open Meetings Act, is sufficient if the notice or supplemental notice is posted for at least one hour before the meeting is convened.

**AUTHORITY**

Tex. Gov't Code §§ 551.001, et seq.

## 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.



## **9.0 BOARD OF DIRECTORS STANDARDS OF CONDUCT AND ETHICAL OBLIGATIONS**

These Standards of Conduct govern, affirm, and clarify the policies and expectations of TRWD concerning the conduct of members of the Board of Directors. It is in the best interests of TRWD for its governing body to maintain the highest standards of integrity, candor, impartiality, and conduct so that the best interests of TRWD may be served and the business of TRWD is carried out in a manner that upholds TRWD's business responsibilities and derives confidence of TRWD's staff, customers, and constituents. In conducting themselves in a manner consistent with the highest standards of integrity and personal conduct, TRWD Directors shall avoid even the appearance of any conflict of interest or impropriety.

These Standards of Conduct and Ethical Obligations should be reflected in Board policies and TRWD administrative procedures to ensure the General Manager, TRWD's executive and leadership teams, and all TRWD staff adhere to appropriate standards of conduct and the utmost ethical practices in the performance of their duties for TRWD.

**9.1 General Standards of Conduct.** Each Director is expected to demonstrate the highest degree of ethics in their official responsibilities and duties in order to maintain the integrity of TRWD. Each Director must commit to ensuring that they conduct themselves with honesty, integrity, and fairness in the discharge of their duties and ensure that TRWD business is conducted ethically and transparently.

Each Director is expected to become familiar with these policies and state law and procedures regarding ethical practices for public officials.

Additionally, members of the Board of Directors shall adhere to the following standards:

1. Attend all duly-scheduled Board meetings and committee meetings insofar as possible and become informed concerning issues to be considered at those meetings.
2. Communicate to other Board members and the General Manager expressions of public reaction to Board policies and programs.
3. Inform oneself about current issues by individual study and through participation in programs providing needed information.
4. Avoid being placed in a position of conflict of interest, and refrain from using the Board position for personal or partisan gain.
5. Take no private action that will compromise the Board or TRWD staff and respect the confidentiality of information that is privileged or confidential.

6. Bring about desired changes through legal and ethical procedures, upholding and enforcing all applicable statutes, regulations, and court decisions pertaining to water control and improvement districts.
7. Work with other Board members to establish effective Board policies and to delegate authority for the administration of the District to the General Manager.
8. Endeavor to make policy decisions only after full discussion at publicly-held Board meetings.
9. Render all decisions based on the available facts and independent judgment and refuse to surrender that judgment to other individuals or special interest groups.
10. Encourage the free expression of opinion by all Board members, and seek systematic communications between and among the Board, TRWD staff, and the community.
11. Work with other Board members and the General Manager to establish effective policies and practices prohibiting unlawful discrimination, including conduct that constitutes sexual harassment.
12. Support TRWD's employment of those persons best qualified to serve as staff and insist on avoiding preferential treatment of any person.

**9.2 Attendance at Board Meetings.** If a Director fails to attend six (6) consecutive regular meetings of the Board, or one-half or more of the regular meetings scheduled during the prior twelve (12) months, the Board by unanimous vote may remove the Director from serving as a member of the Board of Directors. The Board of Directors, however, may determine if fairness requires that the absences be excused on the basis of illness or other good cause.

**9.3 Conflict of Interest Disclosure.** If a Director has a substantial interest in a business entity or in real property, as defined by Local Government Code Chapter 171, the Board member shall file with the official recordkeeper of the Board, before a vote or decision on any matter involving the business entity or the real property, an affidavit stating the nature and extent of the interest and shall abstain from further participation on the matter if the Board action will have a special economic effect on the business entity or the value of the property that is distinguishable from its effect on the public.

If a Director is required to file and does file an affidavit under this section, the Board member is not required to abstain from further participation in the matter at issue if a majority of the Board is likewise required to file and does file affidavits of similar interest on the same official action.

An individual has a “substantial interest” if the individual or his or her parent, child, stepchild, spouse, or spouse’s parent:

1. Has a controlling interest in the business entity;
2. Has ownership in excess of ten percent of the voting interest in the business entity or in excess of \$15,000 of the fair market value of the business entity;
3. Has any participating interest, either direct or indirect, by shares, stock, or otherwise, whether or not voting rights are included, in the profits, proceeds, or capital gains of the business entity in excess of ten percent;
4. Holds the position of a member of the Board of Directors or other governing board of the business entity;
5. Serves as an elected officer of the business entity; or
6. Is an employee of the business entity.

**9.4 Contractors, Vendors, and Consultants.** All activities of TRWD shall be carried out in accordance with local, state, and federal law. Directors are expected to avoid any improper interactions with contractors, vendors, and consultants who provide services to or seek to provide services including, but not limited to, bribes, kickbacks, or other illegal payments.

TRWD does not authorize or condone illegal or unethical activities by any of its contractors, vendors, and consultants. Directors who have knowledge of illegal or unethical activities by such third parties shall immediately report to the Board or the General Manager any activities which may be an indicator of illegal or unethical business practices.

No Director, or member of a Director’s family, shall solicit or accept any gift, favor, or service from a current or potential contractor, vendor, or consultant that might reasonably tend to influence the Director in the discharge of official duties or that the officer knows or should know is being offered with the intent to influence the Director’s official conduct. Directors are specifically prohibited from accepting from current or potential contractors, vendors, and consultants:

1. Vacations, pleasure trips, or hunting trips;
2. Discounts not available to the general public;
3. Products or services not available to the general public under similar circumstances;
4. Loans or advances;

5. Entertainment at a discount unavailable to the general public; or
6. Other unusual favors not available to the general public at the same cost.

Any Director receiving such offers shall immediately report such offers to the General Manager or to the Board of Directors.

A “gift” does not include a reasonable meal accepted as a guest, or a promotional item of nominal value, typical of items given at vendor booths at conferences.

**9.5 Confidentiality.** When there are competing confidentiality or security concerns, the Board may establish reasonable procedures or limitations to preserve confidentiality. If a member of the Board requests access to records which may be confidential, TRWD shall direct such requests to the General Counsel for review. Individual records responsive to the request shall first be reviewed by the General Counsel and marked as “Confidential.” Records so marked may be reviewed by the requesting Board member, but copies may not be released, or their contents disclosed, without the approval of the Board. The reviewing Board member is required to maintain the records in the same manner they were maintained by TRWD.

At the time a Director is provided access to confidential records or to reports compiled from such records, the General Manager, other District employee, or General Counsel shall advise them of their responsibility to comply with confidentiality requirements.

**9.6 Privilege.** Communications between the Board of Directors and legal counsel is considered confidential if the information is not intended for disclosure to third persons other than those persons to whom the disclosure of information is made in furtherance of rendering professional legal services to TRWD and/or the Board of Directors or those reasonably necessary for the transmission of the communication. The attorney-client privilege belongs to the Board as a whole, and the privilege may not be waived except by the Board as a whole. Any unauthorized disclosure of an attorney-client communication is strictly prohibited.

**9.7 Prohibition on Nepotism.** A Director may not appoint a person to a position that is to be directly or indirectly compensated from public funds or fees of office if the person is related to the Director by blood (consanguinity) within the third degree or by marriage (affinity) within the second degree; or the person is related to another member of the Board of Directors by blood or marriage within a prohibited degree defined under state law. In addition, a Director may not appoint a person to a position that is to be directly or indirectly compensated from public funds or fees of office if the person is a domestic partner of or in a romantic relationship with the Director.

This prohibition on nepotism expressly includes directing the General Manager or TRWD staff to employ such a person at TRWD.

**9.8 Prohibition on Bribery.** A Director shall not intentionally or knowingly offer, confer, agree to confer on another, solicit, accept, or agree to accept a benefit:

- In exchange for the Director's decision, opinion, recommendation, vote, or other exercise of discretion as a Director of TRWD;
- In exchange for a violation of a duty imposed on the public servant by law; or
- That is a political contribution as defined by Title 15 of the Election Code or an expenditure made and reported as a lobbying expense in accordance with Government Code, Chapter 305, if the benefit was offered, conferred, solicited, accepted, or agreed to pursuant to an express agreement to take or withhold a specific exercise of official discretion, if such exercise of official discretion would not have been taken or withheld but for the benefit. "Benefit" means anything reasonably regarded as pecuniary gain or pecuniary advantage, including benefit to any other person in whose welfare the beneficiary has a direct and substantial interest.

**9.9 Prohibition on Illegal Gifts:** A Director shall not solicit, accept, or agree to accept any benefit from a person the Director is interested in or likely to become interested in contracts, purchases, payments, claims, or other pecuniary transactions with TRWD.

A Director who receives an unsolicited benefit that the Director is prohibited from accepting under this section may donate the benefit to a governmental entity that has the authority to accept the gift or may donate the benefit to a recognized tax exempt charitable organization formed for educational, religious, or scientific purposes.

This prohibition on illegal gifts does not apply to:

1. A fee prescribed by law to be received by the Director or any other benefit to which the Director is lawfully entitled or for which he or she gives legitimate consideration in a capacity other than as a public servant;
2. A gift or other benefit conferred on account of kinship or a personal, professional, or business relationship independent of the status of the recipient as a Director;
3. A benefit to a Director required to file a statement under Texas Government Code Chapter 572 or a report under Texas Election Code Title 15 that is derived from a function in honor or appreciation of the recipient if:
  - The benefit and the source of any benefit in excess of \$50 is reported in the statement; and
  - The benefit is used solely to defray the expenses that accrue in the performance of duties or activities as a Director which are non-reimbursable by TRWD;

4. A political contribution as defined by Title 15 of the Texas Election Code;
5. An item with a value of less than \$50, excluding cash or a negotiable instrument as described by Texas Business and Commerce Code § 3.104;
6. An item issued by a governmental entity that allows the use of property or facilities owned, leased, or operated by the governmental entity;
7. Transportation and lodging expenses or meals in connection with a conference or similar event at which the Director renders services, such as addressing an audience or engaging in a seminar, to the extent those services are more than merely perfunctory; or
8. Food, lodging, transportation, or entertainment accepted as a guest and, if the donee is required by law to report those items, reported by the donee in accordance with that law.

**9.10 Prohibition on Improper Honoraria and Expenses.** A Director shall not solicit, accept, or agree to accept an honorarium in consideration for services that the Director would not have been requested to provide but for his or her official position or duties as a member of TRWD's Board of Directors. A Director, however, is not prohibited from accepting transportation and lodging expenses or meals in connection with a conference or similar event in which he or she renders services, such as addressing an audience or engaging in a seminar, to the extent those services are more than merely perfunctory.

**9.11 Prohibition on Abuse of Office.** A Director shall not, with intent to obtain a benefit or with intent to harm or defraud another, intentionally or knowingly violate a law that specifically applies to Directors of water districts and that directly or indirectly imposes a duty on the Director or governs the conduct of the Director. A Director, likewise, shall not misuse TRWD property, services, personnel, or any other thing of value belonging to the District, that has come into his or her custody by virtue of his or her status as a Director of TRWD's Board. Such misuse includes dealing with TRWD property contract to:

- An agreement under which the Director holds the property;
- A contract of employment or oath of office of the Director;
- A law, including provisions of the General Appropriations Act specifically relating to government property, that prescribes the manner of custody or disposition of the property; or
- A limited purpose for which the property is delivered or received.

**9.12 Prohibition on Misuse of Official Information:** A Director shall not use or rely on information the Director has access to by virtue of his or her service as a Director and that has not been made public to:

- Acquire or aid another to acquire a pecuniary interest in any property, transaction, or enterprise that may be affected by the information;
- Speculate or aid another to speculate on the basis of the information; or
- As a Director, coerce another into suppressing or failing to report that information to a law enforcement agency.

A Director likewise shall not, with intent to obtain a benefit or with intent to harm or defraud another, disclose or use information for a nongovernmental purpose that the Director has access to because he or she serves as a member of the Board of Directors that has not been made public.

For purposes of Section 9.12, “information that has not been made public” means any information to which the public does not generally have access, and that is prohibited from disclosure under the Texas Public Information Act.

**9.13 Protections for Acting on a Legislative Measure.** A Director may not be subject to disciplinary action or a sanction, penalty, disability, or liability for:

- An action permitted by law that the Director takes in the Director’s official capacity regarding a legislative measure;
- Proposing, endorsing, or expressing support for or opposition to a legislative measure or taking any action permitted by law to support or oppose a legislative measure;
- The effect of a legislative measure or of a change in law proposed by a legislative measure on any person; or
- A breach of duty in connection with the Director’s practice of or employment in a licensed or regulated profession or occupation, to disclose to any person information, or to obtain a waiver or consent from any person, regarding the Director’s actions relating to a legislative measure; or the substance, effects, or potential effects of a legislative measure.

## **AUTHORITY**

Tex. Gov’t Code §§ 551.001, et seq.

Tex. Gov't Code §§ 552.001, et seq.  
Tex. Gov't Code § 572.059  
Tex. Gov't Code § 573.002  
Tex. Gov't Code § 573.041  
Tex. Loc. Gov't Code § 171.002  
Tex. Loc. Gov't Code § 171.004  
Tex. Penal Code §§ 1.07(41)(A), (E)  
Tex. Penal Code. § 36.01  
Tex. Penal Code § 36.02  
Tex. Penal Code § 36.07  
Tex. Penal Code §§ 36.08(d), (i)  
Tex. Penal Code §§ 36.10(a)-(b)  
Tex. Penal Code §§ 39.01(1)-(2)  
Tex. Penal Code § 39.02(a).  
Tex. Atty Gen. Op. OR 2006-03805 (2006).  
Tex. Atty. Gen. Op JC-184 (2000)



## **10.0 COUNSEL**

Legal services shall generally be provided to TRWD under the direction of the General Counsel. This includes the coordination of external counsel, including external counsel selected or authorized by the Board to represent the District.

The following sets forth the manner in which TRWD and its Board of Directors will utilize legal services from internal and external attorneys.

**10.1 Internal Counsel.** The Board delegates to the General Manager the authority to hire and employ an attorney or attorneys for the District, through TRWD's normal employee hiring process, to serve as the District's in-house legal counsel and representative in matters requiring legal services. This in-house legal counsel may serve as the District's General Counsel.

Internal counsel shall report directly to the General Manager or designee and assist the Board upon request.

**10.2 Requests for Services from Internal Counsel.** To coordinate and monitor the provision of legal services for the District, the Board delegates to the General Manager the ability to determine how to channel staff requests for legal advice from internal counsel.

Board requests for specific legal research and/or formal opinions of internal counsel must be requested by the President, a majority of the Board, or a written request to the President by two or more Board members. Board requests for legal services from internal counsel should be directed to the General Manager to provide to internal counsel.

**10.3 Special Counsel to the Board.** The Board may, by majority vote, retain Special Counsel to the Board, who may serve as the District's General Counsel, to advise on legal matters affecting the Board. The Board may utilize Special Counsel to the Board, in lieu of or in addition to internal counsel, to provide representation and advice to the Board at Board meetings.

The Board President is authorized to request Special Counsel to the Board to attend Board meetings or issue opinions. Special Counsel to the Board shall only be compensated for attending a Board meeting if their presence is requested in writing by the Board President.

Special counsel to the Board shall be responsible and report directly to the Board as a whole. Although Special Counsel to the Board reports directly to the Board, the attorney(s) shall coordinate and work with the General Manager, internal counsel, and/or other TRWD staff as appropriate to coordinate and enhance the quality of legal services provided to the Board.

**10.4 Director Requests for Services from Special Counsel to the Board.** Directors may make requests for legal services from Special Counsel to the Board in writing to the Board President. Upon receipt of an appropriate request for legal services from a Board member, the Board President may request that Special Counsel to the Board perform the service or issue the opinion. If the Board President receives an identical or substantially similar request for legal services from Special Counsel to the Board from two or more Directors, the request must be forwarded to Special Counsel to the Board for action within a reasonable timeframe. Opinions by Special Counsel to the Board not provided during a Board meeting shall be issued in writing and delivered to all Directors.

**10.5 External Counsel.** Beginning at the latest January 1, 2022 and every three years after that, the Board, through the General Manager, shall publish a Request for Qualifications ("RFQ") for all external counsel, which includes Special Counsel to the Board. The General Manager in consultation and coordination with the executive and leadership teams shall review all responses to the RFQ and present a list to the Board recommending the candidates deemed best qualified to provide external legal services to TRWD. The Board may adopt, reject, or amend the list of recommended external counsel.

The General Manager or in-house counsel, in consultation with the General Manager, shall have the ability to retain external counsel for TRWD in legal matters based on the list of external counsel approved by the Board.

External Counsel will report directly to the General Manager or in-house counsel, but is also responsible for reporting to the Board as requested. Special Counsel to the Board selected under the RFQ process shall report directly to the Board.

**10.6 Attorney-Client Privilege.** Communication with all legal counsel, whether internal counsel, Special Counsel to the Board, or external counsel, is considered confidential if it is not intended to be disclosed to third persons other than those to whom the disclosure is made in furtherance of the rendition of professional legal services to the District and/or the Board or those reasonably necessary for the transmission of the communication. The attorney-client privilege belongs to the Board, as a whole, and the privilege may not be waived except by the Board, as a whole. Any unauthorized disclosure of an attorney-client communication is strictly prohibited.

## **11.0 AUDITORS AND AUDIT REPORTING**

**11.1 Internal Auditor(s).** TRWD shall employ an internal auditor who will oversee, facilitate, and assist with TRWD's internal audit function. TRWD may also employ other audit personnel or independently contract with audit personnel to assist with TRWD's internal audit function.

To provide independence and objectivity in TRWD's internal audit function, the internal auditor and any internal audit personnel shall report functionally to the Finance and Audit Committee and TRWD's Board and administratively to the Deputy General Manager. The internal auditor will serve as the liaison between TRWD's administration and the Finance and Audit Committee and Board with respect to the internal audit function. The internal auditor will cooperate with other departments or divisions within TRWD as necessary to effectively perform the duties and responsibilities of the internal auditor while maintaining the independence of the internal audit function.

The Board may also approve and retain private auditors or a private auditing firm, for up to a five-year period, based on the recommendation of the Finance and Audit Committee and the internal auditor, to assist TRWD with its internal audit function. The private auditors or private auditing firm assisting with TRWD's internal audit function shall cooperate with the internal auditor and any TRWD personnel, but shall report to the Finance and Audit Committee and the Board.

**11.2 External Auditor(s).** External auditors shall be approved and retained by the Board with the recommendation of the Finance and Audit Committee and the Chief Financial Officer. The external auditor will cooperate with, but function independently of, TRWD's executive management, the internal auditor, and TRWD staff.

The Board shall select an external auditor for provision of audit services for up to a five-year period.

TRWD's external audit examination shall be conducted in accordance with generally accepted auditing standards and shall include all funds over which the Board has direct or supervisory control.

When a circumstance occurs in which the external auditors feel that information should be brought directly to the Board, this matter shall be communicated to the Finance and Audit Committee, who shall in turn inform the full Board. The members of the Finance and Audit Committee are obligated to report such opinions or findings directly to the Board.

The auditors' final report, which shall include a letter to management, shall be submitted directly to the Finance and Audit Committee and subsequently presented to the whole Board.

**11.3 Audited Financial Reports.** TRWD’s audited financial reports shall be prepared in accordance with Generally Accepted Accounting Principles as defined by the Governmental Accounting Standards Board and presented in “Audits of State and Local Government Units” and “Governmental Accounting and Financial Reporting Standards.”