Special Executive Committee Meeting
Agenda

DECEMBER 7, 2018
12:30 P.M.
854 N. HARVARD AVE, LINDSAY, CA 93247

This meeting will consist of a simultaneous teleconference call at the following location(s):

<table>
<thead>
<tr>
<th>Lindsay-Strathmore Irrigation District</th>
<th>Madera Irrigation District</th>
<th>Sunview Vineyards</th>
<th>DM Camp &amp; Sons</th>
</tr>
</thead>
<tbody>
<tr>
<td>23260 Round Valley Road</td>
<td>12152 Road 28 ¼</td>
<td>31381 Pond Road, Ste. 4</td>
<td>31798 Merced Avenue</td>
</tr>
<tr>
<td>Lindsay, CA 93247</td>
<td>Madera, CA 93637</td>
<td>McFarland, CA 93250</td>
<td>Bakersfield, CA 93380</td>
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<tr>
<th>Porterville Irrigation District</th>
<th>Tulare Irrigation District</th>
<th>Venida Packing</th>
<th>Bureau of Reclamation</th>
</tr>
</thead>
<tbody>
<tr>
<td>22086 Ave 160</td>
<td>6826 Avenue 240</td>
<td>19830 Avenue 300</td>
<td>1243 N Street</td>
</tr>
<tr>
<td>Porterville, CA 93257</td>
<td>Tulare, CA 93275</td>
<td>Exeter, CA 93221</td>
<td>Fresno, CA 93721</td>
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</tbody>
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At the discretion of the Board of Directors, all items appearing on this agenda, whether or not expressly listed for action may be subject to action by the Board. The order of agenda items is subject to change.

1. CALL TO ORDER/ROLL CALL – (STEPHENS)
2. APPROVAL OF THE AGENDA – (STEPHENS)
3. PUBLIC COMMENT / PUBLIC PRESENTATIONS – (STEPHENS)
   Public comment is welcome at this time on any matter within the jurisdiction of the Board that is not on the agenda. Under the State’s open meeting law - the Brown Act - no action may be taken on any item not on the agenda. Public comment on items on the agenda will be allowed at the time the Board considers the item.
4. NOMINATIONS FOR EXECUTIVE COMMITTEE AND STANDING COMMITTEE MEMBERS FOR 2019-2020 TERM AND CONSIDERATION OF EXPANDING THE NUMBER OF MEMBERS OF CERTAIN COMMITTEES– (STEPHENS)
5. ADJOURNMENT

Public Participation Information

Agenda reports and other disclosable public records related to each Open Session agenda item are available on FWA's website under "Calendar" at Friantwater.org and at FWA's main office, 854 N. Harvard Ave., Lindsay, CA 93247, during regular business hours.

Under the Americans with Disabilities Act, if you require a disability-related modification or accommodation to participate in this meeting, including auxiliary aides or services, please contact Toni Marie at 559-562-6305 at least 48 hours prior to the meeting.
SUMMARY

The current terms of the members of the Executive Committee and FWA’s standing committees (Finance, HR, and O&M) expire at the end of the December. Under the Bylaws, as recently amended, nominations are to be made by the Executive Committee in November, with the Board voting on such nominations at its December meeting, including any nominations made by the full Board at such meeting. Because the Executive Committee cancelled its November meeting due to the Board retreat, this special meeting was scheduled to identify candidates for committee assignments for the next term and consider some governance recommendations to present these recommendations to the Board at the December meeting.

RECOMMENDED ACTIONS:

That the Executive Committee: (1) determine whether to expand the membership of certain committees; (2) identify a slate of candidates where appropriate, or make inquiries as to the interests of other Board Members in serving on a committee for the 2019-2020 term, and present these nominations to the full Board at the December meeting.

DISCUSSION:

Bylaws - The provisions of the Bylaws relevant to committees are as follows:

Article V

Section 2: There will be a committee of the Board known as the "Executive Committee," which will consist of a minimum of five members and up to seven members: up to three regular members (two of which may be alternate members), the Chair, Vice Chair, the Secretary-Treasurer, and the past-Chair. The chair of the Executive Committee will be the Chair of the Board.

Section 3: To allow reasonable opportunities for Board members to participate on the Executive Committee, once a Board member has served four consecutive years as a regular member or six consecutive years (three consecutive two-year terms) in any officer position of the Executive Committee, he or she will be precluded from serving on the Executive Committee again until one year has passed from the conclusion of his or her last service.

Section 5: For all standing committees other than the Executive Committee, the Chair of the Board will ask each director to identify the committees on which he or she is willing to serve. Beginning in November 2018, the Executive Committee will propose a slate of candidates for each standing committee in addition to the Executive Committee. At the following December Board meeting, the Board will consider the committee
candidates proposed by the Executive Committee, and any additional candidates nominated by the Board, and vote to approve or reject the proposed standing committee members. The terms for each committee member will be two years.

Section 6: For all standing committees other than the Executive Committee, the Chair of the Board will appoint, from among the Executive Committee members, the individual who will serve as chair of each committee. Beginning in January 2017, the terms for the committee chairs will be two years. The designation of the committee chairs will be confirmed by a majority vote of the Executive Committee. Each standing committee will select from among its members a vice chair who is not a member of the Executive Committee.

1. **Executive Committee Membership:**

The current composition of the **Executive Committee** is:

Kent H. Stephens, Chair  
Chris Tantau, Vice-Chair  
Eric Borba, Past Chair  
Cliff Loeffler, Sect.-Treasurer  
Edwin Camp, Member  
Rick Borges, Alternate  
Jim Erickson, Alternate

**Issues for consideration include:**

A. Under the Bylaws, the committee membership may be “up seven members,” and so the alternate positions held by Directors Borges and Erickson could become regular members to be retained by these directors or the appointment of others.

B. If membership is expanded to seven and Directors Borges and Erickson become regular members, this will leave at least one vacancy on the Executive Committee. In addition, the position of Vice Chair will also need to be filled, if Director Tantau becomes the Chair.

**Potential Nomination Slate**

Chris Tantau, Chair  
_____________, **Vice Chair**  
Cliff Loeffler, Sect.-Treasurer  
Kent H. Stephens, Past Chair  
Edwin Camp, Member  
Rick Borges, Member  
Jim Erickson, Member  
______________, **Member (if one of the existing Members becomes Vice Chair)**
2. Finance/HR Committee

The current composition of the Finance/HR Committee is:

Cliff Loeffler, Chair
Chris Tantau
Lucille Demetriff
Ron Adams/Dave DePaoli

Issues for consideration include:

A. Adding 1 director and 2 alternates to the committee.

B. Formally appointing a Vice Chair.

C. Consider whether to formally allow past directors to serve on the committee to provide continuity and experience.

D. If Committee membership is expanded to five, consider whether to formally end the practice of having a committee member’s district alternate attend.

Potential Nomination Slate

Cliff Loeffler, Chair
__________, Vice Chair
Lucille Demetriff (?)
Dave DePaoli (?)
__________ (member)
__________ (alternate)
__________ (alternate)
3. **O&M Committee**

The current composition of the **O & M Committee** is:

Rick Borges, Chair  
Dave DePaoli  
Lucille Demetriff  
Cliff Loeffler

**Issues for consideration include:**

A. Adding 1 director and 2 alternates to the committee.

B. Adding non-voting manager participation, potentially one representative by region (North, Central, South).

C. Formally appointing a Vice Chair.

D. Consider whether to formally allow past directors to serve on the committee to provide continuity and experience.

E. If Committee membership is expanded to five (or eight w/ 3 managers), consider whether to formally end the practice of having a committee member’s district alternate attend.

**Potential Nomination Slate**

Rick Borges, Chair  
____________, *Vice Chair*  
Dave DePaoli (?)  
Lucille Demetriff (?)  
Cliff Loeffler (?)  
_____________ *(alternate)*  
_____________ *(alternate)*

**Manager representatives:**

_____________ *(North)*  
_____________ *(Central)*  
_____________ *(South)*

**ATTACHMENTS:** None