

SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY

POLICIES

ARTICLE 1 - ADMINISTRATION AND GOVERNANCE
PART 1.1 - APPOINTMENT, ELECTION AND REMOVAL OF BOARD MEMBERS
SECTION 1.10 - APPOINTMENT, TERM, SUCCESSION AND COMPENSATION OF THE BOARD OF DIRECTORS`

PURPOSE: To establish a policy for the appointment, term, succession and compensation of the Board of Directors ("**Board**") of the San Diego County Regional Airport Authority ("**Authority**").

POLICY STATEMENT:

(1) Board of Directors. The San Diego County Regional Airport Authority Act, §170000 *et seq.* of the California Public Utilities Code ("**P.U.C.**"), as amended from time to time ("**Act**"), provides that the Authority shall have a board of directors.

(2) Establishment of the Board. The Board shall consist of nine voting members, appointed as follows:

(a) Representatives of the City of San Diego

The Mayor of the City of San Diego shall appoint three persons, two of whom shall be subject to confirmation by the City Council of the City of San Diego. The persons appointed pursuant to this paragraph shall be residents of the City of San Diego and not less than one shall be an elected official of the City of San Diego. For purposes of this subdivision, an "elected official of the City of San Diego" means the Mayor or a member of the City Council of the City of San Diego.

(b) Representatives of the County of San Diego:

The Chair of the Board of Supervisors of the County of San Diego shall appoint two persons, subject to confirmation by the Board of Supervisors of the County of San Diego. The persons appointed pursuant to this paragraph shall be residents of the County of San Diego and not less than one shall be a member of the Board of Supervisors of the County of San Diego.

- (c) A representative of the north county coastal cities:
 - (i) At a public meeting, the mayors of the north county coastal cities shall appoint one person pursuant to a majority vote of the mayors of the north county coastal cities. The person appointed pursuant to this paragraph shall be a member of a city council of one of the north county cities or another resident of the north county coastal cities.
 - (ii) As used in this paragraph, the “**north county coastal cities**” shall mean the Cities of Carlsbad, Del Mar, Encinitas, Oceanside, and Solana Beach.
- (d) A representative of the north county inland cities:
 - (i) At a public meeting, the mayors of the north county inland cities shall appoint one person pursuant to a majority vote of the mayors of the north county inland cities. The person appointed pursuant to this paragraph shall be a member of a city council of one of the north county inland cities or another resident of the north county inland cities.
 - (ii) As used in this paragraph, the “**north county inland cities**” shall mean the Cities of Escondido, Poway, San Marcos and Vista.
- (e) A representative of the south county cities:
 - (i) At a public meeting, the mayors of the south county cities shall appoint one person pursuant to a majority vote of the mayors of the south county cities. The person appointed pursuant to this paragraph shall be a member of a city council of one of the south county cities or another resident of the south county cities.
 - (ii) As used in this paragraph, the “**south county cities**” shall mean the Cities of Chula Vista, Coronado, Imperial Beach and National City.
- (f) A representative of the east county cities:
 - (i) At a public meeting, the mayors of the east county cities shall appoint one person pursuant to a majority vote of the mayors of the east county cities. The person appointed pursuant to this paragraph shall be a member of a city council of one of the east county cities or another resident of the east county cities.
 - (ii) As used in this paragraph, the “**east county cities**” shall mean the Cities of El Cajon, La Mesa, Lemon Grove, and Santee.
- (g) Public meetings of the mayors of the north county coastal cities, the north county inland cities, the south county cities, and the east county cities are subject to the Ralph M. Brown Act (Chapter 9 (commencing with §54950) of Part 1 of Division 2 of Title 5 of the Government Code).

(h) The following persons shall be non-voting, non-compensated, *ex officio* members of the Board, appointed by the Governor:

(i) The District Director of the Department of Transportation for the San Diego region.

(ii) The Department of Finance representative on the State Lands Commission.

(i) The Board may appoint additional non-voting, non-compensated members to the Board. Each Board-approved non-voting, non-compensated member may appoint an alternate to serve in his or her place. [P.U.C. §170010(c)]

(j) Non-voting, non-compensated Board members may serve on committees formed by the Board but shall not attend closed sessions of the Board held pursuant to the Ralph M. Brown Act, nor be counted for purposes of calculating a quorum for a meeting of the Board.

(3) Terms.

(a) Except for the term of non-voting, non-compensated Board members, the term of office of a member of the Board is three (3) years. A member of the Board may continue to serve beyond the expiration of the term until his or her successor qualifies for appointment and takes office. Members of the Board shall take office at 12:01 a.m. February 1 following their appointment. If a Board appointment is made after February 1 of the year, in which the member's term is scheduled to commence, the member shall take office immediately upon appointment and, if applicable, after receiving confirmation, to serve the remainder of the term. Each Board member shall serve the Board during the term until his or her removal, resignation, death or incapacity. [P.U.C. §170011(a)]

(b) If a member of the Board is appointed to be a member as a result of holding another public office and that person no longer holds that other public office, then that person shall no longer serve on the Board and a vacancy shall exist. [P.U.C. §170011(b)]

(c) Any vacancy in the office of a member of the Board shall be filled promptly pursuant to Government Code §1779¹. Any person appointed to fill a vacant office shall serve the balance of the unexpired term. [P.U.C. §§170011(c), (d)]

¹ **Government Code §1779.** "A vacancy on any appointed governing board of a special district shall be filled by the appointing authority within 90 days immediately subsequent to its occurrence. If no action is taken for a period of 90 days immediately subsequent to a vacancy on such a board, the board of supervisors of the county in which the larger portion of the district is located shall have authority to fill the vacancy by appointment."

(4) Compensation.

(a) The Board may provide, by ordinance or resolution, that each of its members may receive compensation in an amount not to exceed two hundred dollars (\$200) for each day of service. Beginning March 1, 2027, Board Members may receive compensation in an amount not to exceed two hundred fifty dollars (\$250) for each day of service. A member of the Board shall not receive compensation for more than eight days of service a month. A member of the Board shall not receive compensation for being present at more than one meeting, hearing, event, or training program on each day of service. A Board member must be present for at least half (50%) of the time set for the meeting, or for the duration of the meeting, whichever is less, in order to be eligible for compensation.

(b) By a two-thirds vote of the majority, the Board may, by ordinance or resolution, modify the amount of compensation provided pursuant to subdivision (a).

(c) The Board, by ordinance or resolution, may provide for the Chair to receive an amount, not to exceed five hundred dollars (\$500) a month, in addition to all other compensation provided pursuant to this section.

(d) The Board may provide, by ordinance or resolution, that its members may receive their actual and necessary traveling and incidental expenses incurred while on official business. Reimbursement of these expenses is subject to Article 2.3 (commencing with §53232) of Chapter 2 of Part 1 of Division 2 of Title 5 of the Government Code, except that the provisions of this section as specified in P.U.C. 170017(d) shall prevail over the provisions of §53232.1 of the Government Code to the extent of any conflict.

(e) The members of the Board shall not receive any benefits pursuant to Chapter 2 (commencing with §53200) of Part 1 of Division 2 of Title 5 of the Government Code. This subsection does not prohibit a member of the Board from electing to participate in a plan of health and welfare benefits if the costs of those benefits are paid by such member of the Board and the Authority incurs no expense other than those expenses associated with processing the application of such Board member seeking the benefits.

(f) A member of the Board may waive any or all of the payments permitted by the Act or by this Policy.

(g) For the purposes of this section, a "**day of service**" means any of the following:

(i) A meeting of the Authority or an Authority committee conducted pursuant to the Ralph M. Brown Act (Gov. Code §54950 *et seq.*).

(ii) Representation of the Authority at a public event, provided that the Board has previously approved the members' representation at a Board meeting and that the member delivers a written report to the Board regarding the members' representation at the next Board meeting following the public event.

(iii) Representation of the Authority at a public meeting or a public hearing conducted by another public agency, provided that the Board has previously approved the

member's representation at a Board meeting and that the member delivers a written report to the Board regarding the member's representation at the next Board meeting following the public meeting or public hearing.

(iv) Representation of the Authority at a meeting of a public benefit nonprofit corporation on whose board the Authority has membership, provided that the Board has previously approved the member's representation at a Board meeting and the member delivers a written report to the Board regarding the member's representation at the next Board meeting following the corporation's meeting.

(v) Participation in a training program on a topic that is directly related to the Authority, provided that the Board has previously approved the member's participation at a Board meeting, and that the member delivers a written report to the Board regarding the member's participation at the next board of directors' meeting following the training program.

(vi) Representation of the Authority at an official meeting, if the Board has previously approved the members' representation at a meeting of the Board and the member delivers a written report to the Board regarding the members' representation at the next meeting of the Board. [P.U.C. §170017 (a)-(g)]

(5) Board Officers - Appointment of Chair and Election of Other Officers and Executive Committee.

(a) The officers of the Board are a Chair and Vice Chair, and those additional officers created by the Board pursuant to subdivision (d), below. The Chair shall preside over meetings of the Board, and the Vice Chair shall serve during the Chair's absence or inability to serve. [P.U.C. §170012(b)]

(b) The Mayor of the City of San Diego shall appoint the Chair of the Board from among the members of the Board. [P.U.C. §170010(d) and 170012(a)]

(c) At the first meeting of the Board on or after February 1 of each even-numbered year, the Board shall meet and elect its officers, except for the Chair of the Board, who shall be appointed by the Mayor of the City of San Diego. [P.U.C. §170010(a) and 170012(a)]

(d) The Board may create additional offices and elect members to those offices, provided that no member of the Board shall hold more than one office. [P.U.C. §170012(c)]

(6) Appointment of Authority Officers.

(a) The Board shall appoint the following officers of the Authority:

- (i) President/Chief Executive Officer (“**President/CEO**”);
- (ii) General Counsel; and
- (iii) Auditor.

- (b) The President/CEO shall be responsible for all of the following:
 - (i) The implementation of the policies established by the Board for the operation of the Authority.
 - (ii) The appointment, supervision, discipline, and dismissal of the Authority's other employees consistent with the employee relations system established by the Board.
 - (iii) The supervision of the Authority's facilities and services.
 - (iv) The supervision of the Authority's finances.

(c) When vacancies occur due to resignations, retirements, or from incapacitating events, the Board may select an interim replacement for the President/CEO, the General Counsel or Auditor. The Executive Committee is authorized to make an emergency appointment of the position for the period prior to the Board meeting.

(7) Executive Committee and Board Officers.

(a) Executive Committee. The Authority shall have a three-person Executive Committee consisting of one Board member from each of the following “defined jurisdictions”: the City of San Diego, the County of San Diego, and a sub-regional jurisdiction (the east county cities, south county cities, north county inland cities, or north county coastal cities). [P.U.C. §170013(d)]. The Executive Committee shall be comprised of the following Board officers: the Mayor-appointed Chair, a Board-elected Vice Chair, and a Board-elected third Board member serving as a Board officer.

(b) Board Officers. The Mayor-appointed Chair will serve as a Board officer. The Board’s Vice Chair shall be elected following the appointment of the Chair and must be a representative from a defined jurisdiction not represented by the Chair. Thereafter, a third Board member shall be elected as a Board officer who must be from the defined jurisdiction not represented by the two other Executive Committee members/Board officers. [P.U.C. §170010(d) and §170012]

(c) Terms. Except for the Chair, who is appointed by the Mayor of San Diego, the appointment (election) of the Board officers shall occur at the first meeting of the board on or after February 1 of each even-numbered years, to be seated immediately upon appointment. [P.U.C. §170010(d) and §170012(a)]

(d) Rotation of Member. The Board shall ensure that the Executive Committee member representing the sub-regional city jurisdiction shall rotate among said jurisdictions.

(e) Role of Executive Committee. The Executive Committee is responsible for overseeing the implementation of the administrative policy of the Authority. The Executive Committee members may not be included in the direct operation of the facilities and airports under the jurisdiction of the Authority, nor may they be included in the chain of command for purposes of emergency procedures. The Executive Committee shall conduct monthly meetings

with the President/CEO and his or her staff to review the operations of the Authority. Any policy recommendations from the Executive Committee shall be forwarded to the Board for consideration at a public meeting of the Board.

(8) In the event of any inconsistency between this Policy and the Act, the provisions of the Act will govern.

[Amended by Resolution No. 2026-0013 dated March 2, 2026.]
[Amended by Resolution No. 2024-0019 dated March 7, 2024.]
[Amended by Resolution No. 2018-0133 dated December 6, 2018.]
[Amended by Resolution No. 2013-0132 dated December 12, 2013.]
[Amended by Resolution No. 2008-0029 dated March 6, 2008.]
[Amended by Resolution No. 2005-0094 dated July 7, 2005.]
[Amended by Resolution No. 2005-0088 dated July 7, 2005.]
[Amended by Resolution No. 03-005R dated February 6, 2003.]
[Adopted by Resolution No. 2002-02 dated September 20, 2002.]