

SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY

POLICIES

ARTICLE 1 - ADMINISTRATION AND GOVERNANCE

PART 1.2 - BOARD COMMITTEES

SECTION 1.20 - FORMATION OF BOARD COMMITTEES

PURPOSE: To establish a policy for the formation of committees of and for the Board of Directors (the “**Board**”) of the San Diego County Regional Airport Authority (the “**Authority**”).

POLICY STATEMENT:

(1) Formation of Committees.

(a) The Board may designate one or more committees (each, a “**Committee**” and collectively, the “**Committees**”) to serve at the pleasure of the Board.

(b) Each Committee will have such powers, duties and responsibilities as shall be determined by the Board from time to time.

(c) The Board will designate the size and composition of each Committee and whether such Committee will include non-Board members.

(d) The Board will determine the term of Committee members and the duration of each Committee, including whether such Committee is an *ad hoc* special purpose committee formed for a limited duration to address a specific problem. Members of an *ad hoc* special purpose committee have a responsibility to inform the Board when any meeting, negotiation, mediation, or similar activity is scheduled. Further, all *ad hoc* committees should brief the Board on their progress in a timely manner, whether by memorandum or oral communication similar to Policy 1.20(4).

(e) The Board may request Committees to prepare a general work plan for consideration by the Board.

(f) Except as specifically authorized by the Board, Committees will have no authority to negotiate for, represent or commit the Board or the Authority in any respect. The Board retains the final authority on all matters. Committees are not authorized to give direction to the Authority’s staff to implement substantive actions.

(g) Notwithstanding the above, the Chair of the Board shall be vested with emergency designation powers to fill any vacancy on any committee (except the Executive Committee) caused by the resignation, death, 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 or removal for cause of a Board or other non-Board member serving on that committee. Emergency designations by the Chair shall be effective on the date made and shall remain valid until the next meeting of the Board when the vacancy can be considered and duly acted upon by the full Board.

(2) Committee Meetings.

(a) The time and date of Committee meetings will be determined by the Board or, at the Board's discretion, by the Chair of the Committee. To the maximum extent practicable, Committee meetings shall be held on either a Monday or Thursday.

(b) Committee meetings shall be conducted in accordance with Roberts Rules of Order and applicable laws of the State of California. A quorum will be considered established if a majority of the members of the Committee are present. Provided a quorum present, the affirmative vote of a majority of the Committee members present at a duly called meeting of the Committee shall be required for any action, except as otherwise required by law.

(c) The Board may designate one or more Board or non-Board members as alternate members of any Committee, who may replace any absent member at any meeting of such Committee. The appointment of members or alternate members of any Committee will require the prior approval of the Board.

(d) All Committee meetings shall be noticed and open to the public if required under California law. Committee members shall abstain from discussion where a conflict of interest could occur as a result of their participation.

(e) Members of the media attending Committee meetings will be identified. While the Committee discusses Committee matters and issues, the members of such Committee will not make statements about Committee deliberations to the media.

(3) Committee Recommendations.

(a) Each Committee shall make recommendations to the Board on the matters or issues requested by the Board.

(b) Each Committee may request information from the Authority's staff, ask for information from other sources and formulate recommendations for submission to the full Board. Requests that require substantial resources or consulting services should be submitted to the Board for prior approval.

(c) The Authority's staff will provide each Committee with its recommendations on matters or issues falling within such Committee's purview. If such Committee chooses to make a recommendation to the Board that is inconsistent with the Authority's staff recommendation, then the Authority's staff will have the option of presenting its recommendation to the Board when that matter is presented to the Board.

(d) Committee recommendations will not be represented as the position of the Authority until the Board has endorsed the recommendation at a Board meeting.

(4) Summary Reports. Committees shall forward to the Board summary reports of each Committee meeting if requested by the Board. Summary reports of each Committee meeting will include, the Committee's recommendations to the Board, the votes of the members' recommendations and such other information as may be requested by the Board.

(5) Compensation. Committee members shall receive compensation for their services related to any Committee in accordance with this Policy and the law. [Cal. Pub. Util. Code §170017]

(6) Compliance. Committees will comply with all policies, codes and directives set forth by the Board and all applicable federal, state and local laws.

(7) Audit and Executive Committees. Each provision of Policy 1.20 shall apply to the Audit Committee and Executive Committee, unless the provision is inconsistent with the San Diego County Regional Airport Authority Act, as amended, or another provision of this policy specifically applicable to said Committee.

[Amended by Resolution No. 2022-0093 dated November 3, 2022.]

[Amended by Resolution No. 2016-0027 dated April 21, 2016.]

[Amended by Resolution No. 2008-0029 dated March 6, 2008.]

[Amended by Resolution No. 2006-0041 dated April 3, 2006.]

[Amended by Resolution No. 2005-0028 dated March 7, 2005.]

[Amended by Resolution No. 2004-0079 dated September 9, 2004.]

[Adopted by Resolution No. 2002-02 dated September 20, 2002.]