

CHAPTER II

BOARD, COMMITTEES AND TRUSTEES

' 2100 BOARD OF TRUSTEES

' 2101 Composition

The Board is composed of the individual trustees appointed to the Board by the governor of the State pursuant to statute. Each Trustee shall reside within the boundaries of the division they are appointed to represent. The Board is the governing body of the District and, except as delegated herein, holds all powers of the District.

UCA ' 17A-2-1409(1).

' 2102 Powers

The Board shall exercise and control or authorize the exercise and control of all the business and affairs of the District, subject to the limitations of this Code, the State Constitution, the Act, and other laws of the State. The Board's powers include the power:

- (a) To have perpetual succession;
- (b) To acquire, hold and enjoy, water, waterworks, water rights, real and personal property;
- (c) To lease, sell or otherwise dispose of water, waterworks, water rights, and real and personal property;
- (d) To construct, operate, control and use facilities convenient to the exercise of its powers both within and without the District;
- (e) To have and exercise the power of eminent domain;
- (f) To construct and maintain works and facilities within, across or along any easement, public street, highway, stream, watercourse or public lands;
- (g) To contract with the United States or any of its agencies, the State or any of its agencies, or other governmental agencies or with any person, or corporation, public or private, for the construction, operation and maintenance of facilities or any other purpose incident to the exercise of its powers;
- (h) To fix rates for the sale or lease of water;

- (i) To employ and retain personnel or services; to create, establish or maintain offices and positions as shall be necessary or convenient for the transaction of District business; to elect, appoint or employ officers, attorneys, engineers or agents;
- (j) To adopt plans and specifications for construction of facilities;
- (k) To study, investigate and promote water development within the District;
- (l) To generate, distribute or sell electric power from power plants owned by the District;
- (m) To invest District funds;
- (n) To borrow money and incur indebtedness and to refund indebtedness incurred by the District;
- (o) To adopt policies and procedures not in conflict with the Constitution and laws of the State for carrying on the business and affairs of the District;
- (p) To sell water and water service to individual customers and charge sufficient rates for water and services supplied.
- (q) To enter into contracts with any incorporated municipality or other districts under the provisions of any law of the State for the:
 - (i) Joint operation of any water facilities or for the exchange or lease of water rights.
 - (ii) Operation or use of any water facilities owned or operated by any municipality or district.
 - (iii) Sale of water by one contracting party and for its purchase and payment by one or more contracting persons or corporations.
- (r) To do and perform any and all things authorized by statute and necessary or convenient to the full exercise of its powers.

' 2103 Quorum

A majority of the appointed trustees shall constitute a quorum.
UCA ' 17A-2-1411.

' 2104 Board Action.

The vote of a majority of the trustees in attendance at a meeting at which a quorum is present, in any matter, within their duties, shall constitute the Board's determination, except as otherwise herein provided.

The Board may not take action on a matter not appearing on the posted agenda for a particular meeting unless one of the following conditions exist:

- (a) A determination by a majority vote of the Board that an emergency situation as defined in Section 2201.03(a) exists.
- (b) A determination by a two-thirds vote of the Board, or, if a two-thirds vote of the Board is not represented, a unanimous vote of those trustees present, the need to take action arose subsequent to the agenda being posted.
- (c) The item was posted as required by Section 2208.03 for a meeting of the Board occurring not more than five calendar days prior to the date of the present meeting, and at the prior Board meeting the item was continued to the present meeting at which action is being taken.

UCA ' 17A-2-1411.

' 2105 Presumption of Assent

A trustee who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered into the minutes of the meeting or unless he shall file his written dissent to such action with the Secretary-Treasurer before the adjournment of the meeting. A written dissent shall not apply to a trustee who voted in favor of such action.

' 2106 Review of Code

The Board's Executive Committee shall review the Code annually to ensure that it is current and reflects the continuing policy of the Board and current statutes.

' 2107 Indemnification of Trustees

The District shall indemnify and defend all Trustees from and against all actions, claims and expenses of any nature arising as a result of the performance of their duties, within the scope of their employment or under color of authority, except where such claim is based on or resulted from fraud or malice or from the Trustees driving a vehicle or being in actual physical control of a vehicle while under the influence of alcohol or any illegally used drug or being physically or mentally impaired so as to unreasonably perform their job function because of illegally used drugs, alcohol or a combination thereof.

UCA ' 63-30-36.

' 2200 MEETINGS

' 2201 Types

' 2201.01 Regular Meetings

Prior to the end of each calendar year, the Board shall designate the time and place of the Regular meetings of the Board to be held during the next calendar year. Notice of the Regular meetings shall be given as provided in Section 2202.

' 2201.02 Special Meetings

Special meetings of the Board may be called at any time by the Chairman, or in case of vacancy in the office of the Chairman or inability of the Chairman to act, by the Vice-Chairman. Upon request of five or more trustees, the Chairman shall call a Special meeting. Notice of a Special meeting shall be given as provided in Section 2202.

' 2201.03 Emergency Meetings

The Board may hold Emergency meetings in the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities.

(a) For purposes of this section, "emergency situation" means any of the following:

(i) Work stoppage or other activity which poses a threat to or severely impairs public health, safety, or both; or

(ii) Crippling disaster or naturally occurring event that poses a threat to or severely impairs public health, safety, or both.

(b) The notice requirements of Section 2202 may be disregarded in the event an Emergency meeting is called and the best practicable notice is given. No Emergency meeting may be called unless an attempt has been made to notify all trustees and a majority votes in the affirmative to hold the meeting. The Secretary-Treasurer shall notify those newspapers, radio stations or television stations requesting notice of Board meetings of the fact of the holding of the Emergency meeting, the purpose of the meeting and any action taken at the meeting as soon after the meeting as possible.

UCA ' 52-4-6(1).

(c) Notwithstanding the provisions of Section 2205, the Board shall not meet in closed session during an Emergency meeting.

' 2201.04 Annual Meeting

The Annual meeting of the Board shall be held during the Regular May Board meeting each year or at such other time the Court shall specify. Notice of the Annual Meeting shall be given pursuant to Section 2202.01(c).

UCA ' 17A-2-1409(4)(a).

' 2202 Notices of Meetings

' 2202.01 Public Notice

(a) Regular Meetings

(i) The Board shall give public notice at least once each year of its Regular meetings scheduled during the year. The notice shall specify the date, time and place of Regular meetings.

(ii) The Secretary-Treasurer shall give not less than 24 hours' public notice of each of its meetings by posting written notice at its principal office and providing written notice to at least one newspaper of general circulation within the geographic jurisdiction of the District.

(b) Special and Emergency Meetings

No public notice of Emergency meetings is required, but notice of Emergency meetings of the Board shall be given as provided in Section 2201.03. Notice of adjourned Special meetings shall be given as provided in Section 2206.

The Secretary-Treasurer shall give notice of Special meetings by delivering personally or by mailing written notice to each trustee and to each local newspaper of general circulation, radio or television station requesting written notice. Such notice will be delivered at least 24 hours before the time of the meeting as specified in the notice. In addition, the Secretary-Treasurer shall post written notice at the District headquarters at least 24 hours prior to the time of the meeting.

(c) Annual Meeting

In addition to the notice requirements applicable to Regular meetings, and notice to directors, notice of the Annual meeting of the Board shall be given by publication at least once in a newspaper of general circulation within the District no more than 14 days and no less than five days prior to the date of the Annual meeting. The notice shall contain: (1) notice of the Annual meeting and (2) the names of the trustees of the District.

UCA ' 17A-2-1409(4)(c).

' 2202.02 Notice to Trustees

Notice of Regular meetings of the Board shall be sent by the Secretary-Treasurer to all members of the Board by ordinary mail at least five days in advance of each such meeting and such notice shall designate the time and place of the meeting. The notice here required may be waived by unanimous consent of all members of the Board. In the event the Secretary-Treasurer is unable to act, any other officer of the Board may send notices.

UCA ' 54-4-6(3).

' 2203 Place of Meetings

Except as provided hereafter, all meetings of the Board shall be held in the room known and designated as the "Board Room" located in the District Headquarters. The time or location of a Board meeting may be changed to another convenient location upon:

(a) Approval of the proposed change in time and/or location by a majority of the trustees at a Regular meeting of the Board held at the District's principal place of business; or

(b) Posting a notice at the District's principal place of business at least 3 days prior to the meeting at a changed time or location and publication of notice of the time and place of the

meeting at least once in a newspaper of general circulation within the District prior to the meeting; or

(c) If by reason of fire, flood, earthquake, or other emergency, it shall be unsafe to meet in the Board Room, meetings may be held for the duration of such emergency at such place as is designated by the Chairman, either within or without the boundaries of the District, in which event notice of such place of meeting shall be given in the manner required for giving notice of Special meetings.

UCA ' 17A-2-1407(8)(c).

' 2204 Meetings Open and Public

All Board meetings shall be open and public, and all persons shall be permitted to attend any meeting, except as provided in Section 2205. A member of the public shall not be required, as a condition to attendance at a meeting of the Board, to register that person's name or other information, to complete a questionnaire, or otherwise to fulfill any condition precedent to attending. This section shall not prohibit the removal of any person who willfully disrupts a meeting.

UCA " 52-4-3, 52-4-5.

' 2205 Closed Meetings

' 2205.01 Procedure

The Board may go into closed session for any purpose authorized by law by a two-thirds vote of the trustees present at any meeting of the Board. The Chairman shall designate those persons who are to remain to assist the Board in its deliberations. All other persons shall leave the meeting room.

The purposes presently authorized by statute for closed meetings are:

- (a) Discussion of the character, professional competence, or physical or mental health of an individual.
- (b) Strategy sessions to discuss collective bargaining.
- (c) Strategy sessions to discuss pending or reasonably imminent litigation.
- (d) Strategy sessions to discuss the purchase, exchange, or lease of real property when public discussion of the transaction would disclose the appraisal or estimated value of the property under consideration or prevent the public body from completing the transaction on the best possible terms.

- (e) Strategy sessions to discuss the sale of real property when:
 - (i) Public discussion of the transaction would disclose the appraisal or estimated value of the property under consideration or prevent the public body from completing the transaction on the best possible terms.
 - (ii) The public body had previously given public notice that the property would be offered for sale.
 - (iii) The terms of the sale are publicly disclosed before the public body approves the sale.
- (f) Discussion regarding deployment of security personnel or devices or systems.
- (g) Investigative proceedings regarding allegations of criminal misconduct.

UCA ' 52-4-4.

' 2205.02 Termination of Closed Session

The Board may return from closed session to open session on a majority vote of the Board.

' 2205.03 Action During Closed Session

The Board may not authorize or approve any ordinance, resolution, rule, regulation, contract or appointment during a closed session.

UCA ' 52-4-4.

' 2206 Adjourned Meetings

The Board may adjourn any Regular, Adjourned Regular, Special, Adjourned Special, Emergency or Adjourned Emergency, meeting to a time and place specified by a majority vote of the trustees, whether or not a quorum is present, at any meeting of the Board. When a Regular or Adjourned Regular meeting is adjourned as provided in this section, the resulting Adjourned Regular meeting is a Regular meeting for all purposes. Notice of an Adjourned meeting shall be given as provided in Section 2202.01(a)(ii).

' 2207 Minutes of Board Meetings

' 2207.01 Contents

(a) Open Meetings

The minutes of all open portions of Board meetings shall contain the date, time and place of the meeting together with the names of all trustees present and absent and the substance of matters proposed, discussed, or decided and a record, by trustee, of individual votes taken, names of all individuals who appeared, the substance in brief of their testimony, and any other information a director requests be entered in the minutes.

The minutes will be prepared in a reasonable time after the meeting, and the minutes as so prepared shall be available, upon request, to the public, even though they have not yet been approved. Copies may be made of the unapproved minutes at the cost of the person making the request, but shall be clearly marked as "unapproved".

(b) Closed Meetings

Minutes of closed meetings shall include the date, time and place of the meeting, the names of members present and absent, the names of all others present, except where disclosure of such names would infringe on the confidence necessary to fulfill the original purpose of closing the meeting, the reasons for holding the closed meeting and the vote, either for or against the proposition to hold such meeting cast by each trustee by name.

' 2207.02 Approval of Minutes by Board

Written minutes of Board meetings will be presented to the Board at its following meeting for amendment and approval. The tape recording of the meeting is then to be erased and stenographic notes destroyed.

' 2208 Board Agenda

' 2208.01 Deadline for Submission of Material

The deadline for submission to the Secretary-Treasurer of items for Board meeting agendas shall be 24 hours prior to the time the Executive Committee meets to set the agenda for the Board meeting, as provided in Section 2403.03.

' 2208.02 Public Appearances

The Board agenda shall make provision for public appearances before the Board pursuant to Section 2209.01(b).

' 2208.03 Posting of Agenda

At least 24 hours before a Regular or Special meeting, the Secretary-Treasurer shall (1) post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting in the lobby of the District Headquarters; and (2) provide the agenda to at least one newspaper of general circulation within the geographic jurisdiction of the District or to a local media correspondent. The agenda shall specify the time and location of the meeting.

' 2209 Miscellaneous Board Rules

' 2209.01 Communications to Board

(a) Monthly Staff Reports.

The packet prepared and mailed to the trustees in advance of each Board meeting shall contain the monthly reports of the General Manager. These reports are to be orally summarized at the Board meeting mentioning only significant changes from previous reports.

(b) Appearances Before Board and Committees

(i) Any person desiring to appear before the Board at a Regular meeting shall file a written request to do so with the office of the General Manager at least 15 days before the Regular meeting. The request shall state the nature of the matter to be considered by the Board. The Executive Committee shall then determine whether the matter (1) should be placed on the agenda for the Regular meeting, (2) should be referred to a Board committee, or (3) should be referred to District staff to handle.

(ii) Upon referral to a committee, the committee chair shall place the matter on the committee's agenda. If the committee determines that the matter should be referred to the Board, or is considered by the Board in the first instance, the Chairman shall place the matter on the agenda.

(iii) Persons making their appearance before the Board shall do so when called by the Chairman. They shall state the purpose of their appearance and may address the Board

on matters within the Board's subject matter jurisdiction, subject to reasonable time limits on the issue and individual speakers as established by the Chairman.

' 2209.02 Use of Board and Committee Facilities

All requests for use of the Board and committee rooms shall be submitted to the Secretary-Treasurer. The use of such rooms by outside agencies and groups shall be limited to matters connected with water or other governmental purposes and will be authorized pursuant to Section 9203.

' 2209.03 Availability for Public Inspection of Certain Board and Committee Material

The Secretary-Treasurer shall make available, for inspection by the public prior to commencement of and during a Board or Board committee meeting, copies of the meeting agenda and of any written material that is not exempt from public disclosure under Section 11300 and that has been distributed in advance to the Board or committee members for discussion or consideration at the meeting. If non-exempt written material is distributed to the trustees during their discussion at the meeting, copies thereof shall be made available for public inspection at the same time or as soon thereafter as practicable.

' 2300 BOARD OFFICERS

' 2301 Establishment of Offices

There shall be one office of Chairman of the Board and President of the District, one office of 1st Vice-Chairman of the Board and 1st Vice-President of the District, one office of 2nd Vice Chairman and 2nd Vice-President of the District, one office of Secretary-Treasurer of the District and one office of District Clerk.

' 2301.01 Terms of Office; Limitations

(a) For officers elected or appointed at the Annual meeting, the term of office of officers of the Board shall commence immediately following the Annual meeting. Elected officers shall hold office through the next Annual meeting or until successors are elected. The term of all other officers shall commence immediately following their election or appointment. Appointed officers shall serve until removal or resignation.

(b) A trustee may not serve as Chairman for more than four consecutive full one-year terms or as Vice-Chairman for more than four consecutive one-year terms. There shall be no limitation on the number of terms the Secretary-Treasurer and District Clerk may serve.

(c) A trustee shall not be eligible to serve in a combination of offices on the Board.

(d) Members of the Board will hold the offices of Chairman, 1st Vice-Chairman and 2nd Vice-Chairman. The office of Secretary-Treasurer of the Board does not need to be held by a member of the Board. Unless otherwise determined by the Board, the office of Secretary-Treasurer shall be held by the General Manager who shall be elected by a majority of the directors at each Annual meeting. Unless otherwise determined by the Board, the Controller shall hold the office of District Clerk who shall be appointed by the Board and shall serve at the pleasure of the Board.

UCA ' 17A-2-1410.

' 2301.02 Selection of Officers

The full Board will convene on the day of the Regular April Board meeting for the purpose of selecting a nominating committee to present nominations for Board officers at the annual meeting in May. The nominating committee will be selected by placing six papers in a hat to be drawn at random by all trustees, except the current Chairman. On three of the papers will be the designation "nominating committee". The remaining three papers will be blank. The committee will select a Chairman to report at the Board Meeting in May. The nominating committee once constituted shall hold such meetings as necessary in private to select nominees for the office of Chairman and Vice-Chairman. If the Board so directs, the nominating committee shall also select nominees for the offices of Secretary-Treasurer and/or District Clerk. These names will be presented to the Board at the Annual meeting, but this process shall not preclude the nomination of other trustees for these offices from the floor. The Board shall elect, by acclamation or by majority vote through secret ballot, the officers to serve until the next Annual meeting. In the event an elected officer is not reappointed as a trustee after commencing his term as an officer, the selection of a replacement to serve the remainder of his term shall be made in the foregoing manner.

' 2301.03 Vacancy in Office

Whenever a vacancy occurs in the office of Chairman, Vice-Chairman, Secretary-Treasurer or District Clerk during a term of office, the trustees shall at their next meeting, whether Regular, Emergency, or Special, elect a successor to fill the vacancy for the remainder of the term.

' 2301.04 Removal From Office

Any officer elected or appointed by the Board may be removed by a two-thirds vote of the Board whenever in its judgment the best interests of the District would be served.

' 2302 Duties of Officers

' 2302.01 Chairman

The Chairman shall be the presiding officer of the Board and the District and shall perform the following duties:

- (a) Preside at all meetings of the Board and District.
- (b) Execute all contracts, agreements, bonds, resolutions and other documents approved and authorized by the Board, except as otherwise delegated by the Board.
- (c) Organize the Board as necessary into committees.
- (d) Appoint selection committees in consultation with the general manager for the purpose of making recommendations to the Board (selection committees may include outside individuals; however, the chair of any committee will be a Board member).
- (e) Preside at ceremonial activities sponsored by the District and represent the District at other ceremonial activities upon invitation.
- (f) Serve as the spokesman for the Board, unless otherwise directed by the Board. When the Chairman speaks as an individual member of the Board, he shall state that he is representing his own views and not the consensus of the Board.
- (g) The Chairman shall have no duties regarding the day-to-day activities of the District and shall not direct the General Manager or staff in the performance of their duties.

' 2302.02 1st Vice-Chairman

The 1st Vice-Chairman shall perform all of the duties of the Chairman, including acting as President of the District when the Chairman is unable for any reason to act or when for any reason there is a vacancy in the office of Chairman.

' 2302.03 2nd Vice-Chairman

The 2nd Vice-Chairman shall perform all of the duties of the Chairman and or Vice Chairman, including acting as President and or 1st Vice President of the District when the Chairman or 1st Vice Chairman is unable for any reason to act or when for any reason there is a vacancy in the office of Chairman or 1st Vice-Chairman.

' 2302.03 Secretary-Treasurer

The Secretary-Treasurer shall perform or cause to be performed the following duties:

- (a) Serve as Secretary-Treasurer of the District.
 - (b) Be custodian of the records of the District and of its corporate seal.
 - (c) Attest under the corporate seal of the District, all certified copies of the official records and files of the District that may be required by the Act, or by any person ordering the same and paying the reasonable cost of transcription.
 - (d) Provide written notice of the expiration date of the terms of office of directors or vacancy in the office of director as required by law and the Code.
 - (e) Publish notice of public hearings and other notices as directed by statute or by the Board.
 - (f) Receive, hold, and disburse all funds of the District as may be required.
 - (g) Be custodian of all money, bonds, or other securities of the District.
 - (h) Determine the cash requirements of the District and provide for the investment of all District funds.
 - (i) Receive all public funds and money payable to the District, including all taxes, licenses, fines, and intergovernmental revenue, promptly deposit all said funds into appropriate District bank accounts and keep an accurate detailed account of such receipts and deposits.
 - (j) Collect all special taxes and assessments as provided by law and ordinance.
 - (k) Give to every person paying money to the District a receipt or other evidence of payment, specifying, as appropriate, the date of payment and upon which account paid and file the duplicate of the receipt.
 - (l) Sign all checks prepared by the District Clerk after determining that a sufficient amount is on deposit in the appropriate bank account of the District to honor the check.
 - (m) Assist the Board in other matters assigned by the Board.
- UCA " 17A-1-437 to 17A-1-441, 17A-2-1410, 17A-2-1412.

' 2302.04 District Clerk

The District Clerk shall perform or cause to be performed the following duties:

(a) Maintain the financial records for each fund of the District and all related subsidiary records, including a list of the outstanding bonds, their purpose, amount, terms, date, and place payable.

(b) Keep accounts with all receiving and disbursing officers of the District, pre-audit all claims and demands against the District before they are allowed, and prepare the necessary checks in payment. The District Clerk shall certify on the voucher or check copy, as appropriate, that:

(i) The claim has been pre-audited and documented.

(ii) The claim has been approved in one of the following ways:

(a) A purchase order directly approved by the General Manager or other authorized employee.

(b) A claim directly approved by the Board.

(c) A claim approved by another authorized officer.

(iii) The claim does not over-expend the appropriate budget established by the Board.
UCA " 17A-1-434, 17A-1-436.

' 2400 COMMITTEES

' 2401 Rules Governing Committees

' 2401.01 Definitions

Unless otherwise qualified, the term "committee" includes standing committee, special committee, ad hoc committee, and subcommittee.

(a) Special meetings - Special meetings of any committee shall be called upon order of its chair or by a majority of the members of the committee.

(b) Reports - The reports of the committees shall be in writing. Reports of standing, special and ad hoc committees shall be addressed to the Board; the report of a subcommittee shall be addressed to its parent standing committee.

(c) Record of Actions – With the exception of matters that may lawfully be considered or acted upon in closed session, a record shall be kept of the actions taken by each committee and a member of the staff shall be designated for that purpose. The record shall indicate the attendance at the time each action was taken.

(d) Quorum - Those members of a committee in attendance at a meeting of the committee constitute a quorum.

(e) Attendance of committees - If possible, all committees shall meet at their scheduled time. All trustees have the right to attend any committee meeting. However, only members of the committee may vote on matters considered by the committee.

(f) Obligations of Staff - All references and assignments to Board committees include, without the necessity of specific instruction, the request to the General Manager to designate the appropriate staff to render assistance and perform such functions and services to the committees as may be required.

(g) Meetings open to Public - To the extent required by law, meetings of committees shall be open and public. A committee otherwise required by law to hold open and public meetings may go into closed session in the same manner and for the purposes set forth in Section 2205.

(h) Ad Hoc Committees. The Chairman of the Board may create Ad hoc committees to undertake special assignments on behalf of the Board. An ad hoc committee shall exist for a specific term or until its special assignments are completed, whichever comes first, and may be disbanded by the Chairman of the Board. Its existence may be extended for an added term or assignments added by action of the Board. Unless otherwise specified, members of an ad hoc committee shall be appointed by the Board Chairman and shall serve at his pleasure.

' 2401.04 Agendas

Committee agendas shall be posted and acted upon pursuant to Section 2208.

' 2401.05 Action by Committees

An action taken by a committee shall be a recommendation to the Board as a whole and **h** no binding effect on the District or Board.

' 2402 Standing Committees

' 2402.01 Establishment of Standing Committees

The following standing committees are hereby established to assist the Board in administering and coordinating the affairs of the District:

- (a) Executive Committee, which shall be composed of the Chairman and the Vice-Chairmen.
- (b) Such other committees as the Board shall establish.

' 2402.02 Chairman and Members of Standing Committees

The members and chairmen of standing committees with the exception of the Executive Committee shall be appointed by the Board Chairman and submitted to the Board for approval. The committee chairmen and members of each standing committee shall serve through the next Annual meeting or until successors are selected. Trustees, with the exception of the Chairman, 1st Vice-Chairman and 2nd Vice-Chairman, may not serve on more than three committees. The Chairman, 1st Vice Chairman and 2nd Vice Chairman shall be members of each and all committees; however, they shall have the right to vote only on matters brought before the Executive Committee.

' 2402.03 Duties of Chairmen of Standing Committees

The Chairman of each standing committee shall:

- (a) Preside at all meetings of the committee.
- (b) Designate a Chairman to act in his absence.
- (c) Report to the Board on all committee actions.
- (d) Report to the Executive Committee on activities or problems of the committee.

' 2403 Executive Committee

' 2403.01 Membership

The membership of the Executive Committee shall consist of the Chairman of the Board, 1st Vice Chairman of the Board and 2nd Vice Chairman of the Board.

' 2403.02 Officers

The Chairman shall serve as the Chairman of the Executive Committee and the 1st Vice Chairman shall serve as the Vice Chairman of the Executive Committee.

' 2403.04 Duties and Functions

The Executive Committee shall study, advise, and make recommendations with regard to:

- (a) Policies and procedures to be considered by the Board.
- (b) Questions raised by the officers and staff in intervals between Board meetings and in unexpected situations or emergencies.
- (c) Act on behalf of the Board in unexpected situations and emergencies, subject to subsequent approval or ratification of such acts by the Board whenever such approval or ratification is required by law.
- (d) Provide policy guidance where appropriate to those trustees and District staff members who are associated with organizations in which the District has membership.
- (e) Set the agenda for Board meetings.

' 2405 Other Committees; Miscellaneous Committee Matters

' 2405.01 Special Committees

At the discretion of the Board, special committees may be established and assigned such tasks as the Board may determine.

' 2500 TRUSTEES

' 2501 General

' 2501.01 Appointment

Each trustee shall be appointed by the Uintah County Commissioners.
UCA ' 17A-2-1409.

' 2501.02 Qualifying for Office

Before entering upon the duties of their office, each person appointed to be a trustee shall:

(a) Take and subscribe to an oath or affirmation before an officer authorized to administer oaths that they will support the Constitution of the United States and the State of Utah, and will honestly, faithfully, and impartially perform the duties of their office and that they will not be interested directly or indirectly in any contract let by the District.

(b) Post a surety bond to be paid for by the District in an amount to be determined by the Court.

(c) Live within the division that they are appointed to represent.
UCA ' 17A-2-1410.

' 2501.03 Assumption of Rights and Powers of Office

Upon qualifying for office, a person shall assume all rights and powers and be subject to all liabilities, duties and obligations of a trustee. The rights, powers and duties of a trustee do not include giving orders or directing the activities of the General Manager or any other employee.

' 2501.04 Vote

Each trustee shall have one vote unless otherwise recommended by the Board and approved by the Court.

' 2501.05 No Proxy

No trustee may appoint another individual, including a trustee, by proxy or otherwise, to assume his responsibilities or vote in his behalf as a trustee.

' 2501.06 Number of Trustees

The Board shall consist of seven (7) Trustees as established by the Court.
UCA ' 17A-2-1409.

<u>Geographical Division</u>	<u>Number of Directors</u>
Lapoint	1
Ashley	1
Rock Point	1
Glines	1
Vernal City	1

Jensen	1
Randlett	1

UCA ' 17A-2-1409(2)(b).

' 2501.07 Term of Office

The term of office of a trustee as established by the State legislature is four years. Notwithstanding a trustee's failure to qualify on the commencement of his term of office or a failure on the part of the County Commissioners to timely appoint, a director's term of office shall begin on the day following the expiration of his predecessor's term of office or, if the director is reappointed, his previous term of office. Nonetheless, each trustee shall hold office during the term for which he is appointed and remain in office until his successor is duly appointed and qualified.

UCA ' 17A-2-1409(2)(a).

' 2501.08 Vacancy in the Office of Trustee

A vacancy in a trustee's term of office shall be deemed to exist upon the death, resignation or disqualification of a trustee or if a trustee has been declared of unsound mind by court order or convicted of a felony. The Secretary-Treasurer shall give notice of all vacancies in trustee's terms of office to the governor of the State, to the governing bodies of the counties charged with nominating a successor and to all District trustees. The Secretary-Treasurer shall publish notice of the vacancy pursuant to statute.

UCA ' 17A-2-1409(2)(c).

' 2502 Compensation

' 2502.01 Attendance at Board Meetings

Each trustee shall receive as compensation for attending the Regular meetings of the Board, such sum as is authorized by statute (presently \$1,800 per annum). If a trustee's successor fails to qualify at or before the meeting of the Board during the month the term expires, the compensation for that month shall be paid to the existing trustee.

' 2502.02 Miscellaneous

(a) Per Diem.

Trustees shall receive compensation on a per diem basis, not to exceed the statutory amount (presently \$50.00 per day), for the performance of other duties assigned to trustees by the Board.

The following activities shall be eligible for per diem:

- (i) Attendance at meetings where assigned by the Chairman or requested by the General Manager.
- (ii) Attendance at committee meetings held on days other than the Regular Board meeting.
- (iii) Attendance at local water board meetings where attendance is solely because of membership on the UWCD Board.
- (iv) Attendance at county commission meetings where the trustee's participation is requested.
- (v) Attendance at Special or Emergency Board meetings.
- (vi) Attendance at inspections of Project and District facilities.
- (vii) Upon approval of the Board Chairman, a trustee may receive the \$50 per diem for District business, or attending seminars, conferences, etc. that the Board normally attends.

The Chairman shall receive additional compensation of \$50 per month for the expenditure of time associated with his duties as Chairman.

(b) Expenses.

Trustees shall also be paid expenses incurred as a result of the performance of their duties pursuant to Section 2600.

UCA ' 17A-2-1410(3).

' 2600 TRUSTEES' TRAVEL & BUSINESS RELATED EXPENSES

' 2601 General Rules

It is the policy of the District to reimburse trustees for costs associated with the conduct of District business.

' 2601.01 Authorized Travel

(a) The Board recognizes the value to the District and to the trustees in attending educational activities and encourages trustees to attend such activities. Trustees, with the exception of the Chairman, 1st Vice Chairman, and 2nd Vice Chairman, are authorized to attend one out-of-State convention, conference, seminar or workshop per year, unless otherwise authorized by the Executive Committee. The Chairman, 1st Vice Chairman and 2nd Vice Chairman are authorized to attend those meetings deemed beneficial to the District with approval of the Trustees.

(b) When a majority of the Board determines that an activity is of value to all trustees, the Chairman shall appoint an ad hoc committee to coordinate the itinerary and expenses associated with the activity. The ad hoc committee shall report periodically to the Board on arrangements being made and the Board shall approve the final itinerary and expenses associated with the activity.

(d) The District is authorized to reimburse Trustees for travel performed as part of their official duties.

' 2601.02 Distinguishing Expenses

Trustees traveling on District business with a spouse or other companion shall strictly distinguish expenses incurred as part of District business from expenses incurred on behalf of a spouse or companion and personal expenses. The District will not pay for expenses incurred on behalf of a spouse or companion or for personal expenses.

' 2601.03 Reimbursement

Requests for reimbursement shall be accompanied by receipts for all expenses except incidental expenses under \$20 and those for which flat allowances are established (i.e. meals, mileage).

' 2601.04 Reservations and Travel Arrangements

Trustees shall coordinate arrangements for airline, rental car, and motel-hotel needs through the District Clerk.

' 2601.05 Travel Advances

A travel advance may be obtained by submitting a Travel Authorization and Cash Advance Form to the Secretary-Treasurer. The form describes the items pertaining to the advance and the total amount requested and upon approval is payable to the director. The trustee is responsible to obtain approval of the travel advance far enough in advance to process the request in a routine manner.

(a) Each trustee may have only one travel advance outstanding at any one time. As soon as the reimbursement paperwork is submitted for the previous trip a new advance may be issued.

(b) Travel advances must be closed within 30 days after the anticipated completion of travel as shown on the request form.

(c) All travelers should submit the official Travel Authorization and Cash Advance Form listing actual expenses to justify all reimbursable expenses. Receipts should be attached to the claim form at the time the form is submitted for reimbursement.

'2602 Reimbursable Expenses

' 2602.01 Lodging

(a) Reimbursable Charges.

Lodging charges shall not exceed a reasonable single occupancy room rate except as otherwise approved by the Chairman for good cause.

(b) Lodging Receipt

A proper receipt for lodging accommodations must accompany each request for reimbursement. A proper receipt is a copy of the billing statement generally used by motels and hotels.

(c) Lodging at Other Than a Hotel/Motel

In those instances where trustees elect to stay with friends or relatives while on District business rather than a motel/hotel or use their personal campers or mobile homes or other recreational vehicle for travel, the traveler will be reimbursed \$15.00 per night or actual expenses.

' 2602.02 Meal Allowance

(a) Non-Overnight Travel. The basic meal allowance for a 24-hour period of travel is \$25 (breakfast \$5, lunch \$7, dinner \$13), except in Washington, D.C. and Nevada where the meal allowance shall be \$40 (breakfast \$8, lunch \$12, dinner \$20) and \$30 (breakfast \$6, lunch \$8, dinner \$16), respectively. The Chairman may authorize an increase in this meal allowance for good cause. Receipts are not required if the per diem amount is requested as reimbursement. These amounts are to be adopted annually with the budget.

(b) Meals Included in a Registration Fee. If a registration fee is paid by or reimbursed by the District, the value of meals and/or lodging which are included in the registration fee will be deducted from the per diem rates according to the allowance listed above.

' 2602.03 Incidental Expense Allowance

Sales tax and tips are included in the allowances for meals and lodging described above. Trustees will be reimbursed for actual out-of-pocket costs for other incidental items such as baggage tips, parking fees, toll fees, taxi and bus fares. However, no item of expense exceeding \$20.00 will be reimbursed without a written receipt. Separate taxi trips of less than \$20 do not need to be supported by receipts. Trip fares over \$20 need to be supported by a receipt.

Certain personal telephone calls to home are authorized and will be paid by the District as provided in subsections (a) and (b), below. The trustee must reimburse the District for telephone charges in excess of those established below unless authorized by the Chairman.

(a) Out of town travel of four days or less.

Actual expenses for telephone calls to home will be paid up to a maximum of \$5.00 total. All telephone charges must be reflected on the lodging statement, District credit card or other verifiable receipt.

(b) Out of town travel exceeding four days

Actual expenses for telephone calls to home will be paid up to a maximum of \$10.00 total. The telephone charges must be reflected on the lodging statement, District credit card or other verifiable receipt.

' 2602.04 Transportation

(a) Intrastate Travel

In-state travel will generally be by motor vehicle rather than air. If a trustee drives a privately owned vehicle, reimbursement will be the current rate authorized by Internal Revenue Service rules. Mileage will be computed from the latest official State road map and will be limited to the most economical, usually traveled routes. Reimbursement to trustees for mileage incident to attending Board meetings shall be for the actual mileage traveled.

(b) Interstate Travel

Out of State travel will usually be by commercial airline. Airfare is limited to coach class. Trustees may upgrade to first class at their own expense. Frequent flyer bonus points will stay with the trustee and may be used as desired.

If a trustee chooses to drive a privately owned vehicle, rather than travel by air, reimbursement will be at the current rate authorized by Internal Revenue Service rules (currently 32.5 cents per mile) or airplane fare, whichever is less. In addition, allowable amounts for meals and lodging will be paid for the same period of time that would have occurred had the trustee traveled by air. These reimbursements are all-inclusive and additional expenses outside the time period the flight would have taken (i.e., overnight lodging and meals) will not be reimbursed.

Mileage will be computed from the latest official state road maps and will be limited to the most economical, usually traveled routes.

' 2603 Reimbursement Procedures

' 2603.01 Reimbursement by District

(a) Each trip shall be submitted on a separate Reimbursement Form. Individual vouchers will not be processed unless they consist of all the travel of the claimant for the reporting period involved.

(b) The Reimbursement Form should have the following items attached (if applicable): Hotel/Motel statement, airline passenger coupon, registration receipts and receipts for incidental expenses in excess of \$20.00.

'2603.02 Reimbursement by a Third Party

Travel expenses reimbursed by a third party may be treated in one of the following ways:

- (a) Trustees may retain the amount reimbursed by the third party and accept no District reimbursement; or
- (b) Trustees may deposit the third party reimbursement in total with the Controller as a refund of expenditure and obtain a regular travel reimbursement from the District.
- (c) A trustee may not use a combination of the two options above and may not be reimbursed by the District and a third party for the same trip.
UCA ' 17A-2-1410(3).