



**STAFF REPORT**

**TO:** Board of Directors  
**FROM:** Michael Pagni, General Counsel  
**DATE:** January 12, 2016  
**SUBJECT:** Discussion and possible action on amendments to the Rules and Regulations of the TMWA Board of Directors originally adopted March 16, 2001 and amended on May 8, 2002

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**RECOMMENDATION**

Staff seeks direction from the TMWA Board with respect to possible amendments or revisions, if any, desired to the Rules and Regulations of the TMWA Board of Directors originally approved on March 16, 2001, as amended May 8, 2002.

**DISCUSSION**

Article 18 of the Cooperative Agreement provides that the TMWA Board “may adopt from time to time such procedures, bylaws, rules and regulations for the conduct of the affairs of the authority or of the Board as the Board may deem necessary or desirable.” On March 16, 2001, the TMWA Board of Directors adopted Rules and Regulations governing such conduct pursuant to Article 18. The Rules and Regulations were amended on May 8, 2002 to modify the requirements of a quorum. A copy of those Rules and Regulations, as amended, is attached.

At the October Board Meeting, Councilmember Duerr requested a future agenda item to discuss and possibly take action on amendments to the Rules and Regulations.

RESOLUTION NO. 2

A RESOLUTION ADOPTING THE RULES AND REGULATIONS OF THE TRUCKEE MEADOWS WATER AUTHORITY BOARD OF DIRECTORS.

WHEREAS, the Truckee Meadows Water Authority (the "Authority") was established by a cooperative agreement executed by the City of Reno, the City of Sparks and the County of Washoe; and

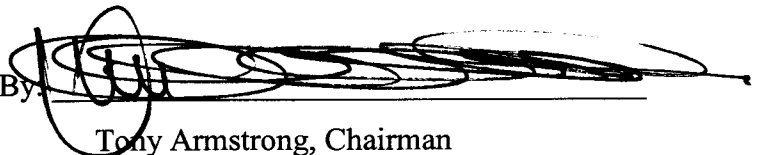
WHEREAS, the Board of Directors of the Authority desires to adopt rules and regulations to provide for the orderly conduct of its business; and

WHEREAS, such rules and regulations are not intended to legally bind the Authority and are proposed only for the benefit of the Authority and do not confer any rights upon third persons.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Truckee Meadows Water Authority that the Rules and Regulations of the Truckee Meadows Water Authority Board of Directors attached hereto as Exhibit "A" are hereby adopted.

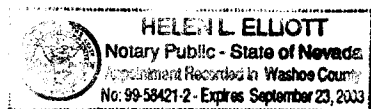
PASSED, APPROVED AND ADOPTED this 16<sup>th</sup> day of March, 2001.

TRUCKEE MEADOWS WATER AUTHORITY

By:   
Tony Armstrong, Chairman

STATE OF NEVADA )  
: ss.  
COUNTY OF WASHOE )

On this 16<sup>th</sup> day of March, 2001, personally appeared before me, a Notary Public in and for said County and State, Tony Armstrong, Chairman of the Truckee Meadows water authority, known to me to be the Chairman, who acknowledged to me that he executed the above instrument freely and voluntarily and for the uses and purposes therein mentioned.



  
NOTARY PUBLIC

Exhibit "A"

# TRUCKEE MEADOWS WATER AUTHORITY BOARD OF DIRECTORS

## RULES AND REGULATIONS

Approved on March 16, 2001.

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### **PREAMBLE:**

These rules and regulations are promulgated pursuant to the Cooperative Agreement among the City of Reno, the City of Sparks, and the County of Washoe, Article 18.

### **SECTION I - MINUTES:**

The Board of Directors shall determine its own rules, order of business, and conduct of public meetings, and shall provide for minutes of its proceedings. The General Manager is required to keep accurate minutes, which shall be a public record.

### **SECTION II - MEETINGS:**

**Regular Meetings** shall be held at least once each month. Regular meetings will normally convene on the second and fourth Wednesdays of the month at 9:00 a.m. in a properly noticed location in accordance with the Open Meeting Law.

**Special Meetings** may be called by the Chairman or the General Manager with at least three days written notice to each member of the Board served personally or left at the member's usual place of residence so long as the legal notice is in accordance with the Open Meeting Law.

**Personnel/Labor Relations Sessions** may only be held for the purposes allowed by NRS 241.030 (Nevada Open Meeting Law) and NRS 288.220 (Labor Negotiations). Personnel/Labor Relations Sessions are confidential unless the Board of Directors votes in open session to release the information and minutes related to a particular session.

**Teleconference Attendance at meetings** by Board members will be permitted, without further approval, when a Board member is unable to attend a meeting and desires to participate via the use of teleconferencing. The requesting Board member must give the General Manager or his/her designee adequate notice of his or her desire to participate via teleconferencing to make any technical arrangements necessary. The minutes of the meeting shall clearly set forth which members are present in person and which are present by telephone conference.

### **SECTION III - AGENDA:**

Items scheduled on the regular agenda shall ordinarily be limited to those matters that have been fully evaluated by staff and are in a form suitable for action. Issues requiring staff research and

Water Authority policy evaluation may be included on the regular agenda but discussion concerning any such item shall be limited to whether or not such item shall be scheduled for a future meeting as deemed appropriate by the Board of Directors. Excepting emergency actions necessary in furtherance of the public health, safety, or general welfare, no Board action shall be taken on any item not included on the published agenda.

Agendas shall use the following order of business:

Roll Call  
Pledge of Allegiance  
Public Comment  
Approval of Agenda  
Approval of Minutes  
Regular Business Items  
Public Comment  
Labor Relations Session (when necessary)  
Adjournment

The Chairman shall determine the order of business at the meeting. The Chairman, on his own initiative, or the Board, by majority vote, may consider items out of sequence from the printed agenda. A time certain for particular items may be set by the General Manager at the time the agenda is posted or by request of the General Manager, Chairman, or Board members at the beginning of the meeting during the Approval of the Agenda item.

#### **SECTION IV - PRESIDING OFFICER - DUTIES:**

The Chairman shall be the presiding officer of the Board of Directors. The presiding officer shall preserve strict order and decorum at all regular and special meetings of the Board. The Chairman shall state every question coming before the Board, announce the decision of the Board on all subjects, and decide all questions of order. Any decision or ruling of the Chairman may be appealed to the full Board of Directors by request of any member. The Chairman shall call for roll call to see if the chair is upheld; if the roll call loses, the Chairman is reversed.

#### **SECTION V - CALL TO ORDER:**

The Chairman, or in the Chairman's absence the Vice-Chairman, shall call the Board to order at the scheduled meeting time. In the absence of the Chairman or Vice-Chairman, the General Manager shall call the Board to order. A temporary presiding officer shall then be elected by the members of the Board present. When the Chairman or Vice-Chairman arrives, the temporary presiding officer shall relinquish the chair when the business immediately before the Board is finished.

**SECTION VI - ROLL CALL:**

Before proceeding with the business of the Board, the General Manager or his/her designee shall call the roll of the members and the names of those present shall be entered in the minutes, with those present via teleconference annotated to that effect and announced to the meeting audience. When, pursuant to the interlocal agreement establishing the Water Authority, an alternate is attending in lieu of a regular member, then the alternate's name shall be entered into the minutes in the same manner as regular members, and the alternate may participate in all actions of the Board in the same manner as regular members. Alternates are encouraged to attend all TMWA Board meetings to keep abreast of the issues.

**SECTION VII - QUORUM:**

A quorum shall consist of a majority of the members of the Board physically present at the meeting. To preserve the intent of open public meetings, teleconference attendance shall not be considered in establishing a quorum. No action of the Board shall be valid or binding unless adopted by the affirmative vote of four or more members of the Board or as otherwise provided by law or the Cooperative Agreement. When a Board member will be unable to attend a meeting, it is the Board member's responsibility to notify his/her alternate to attend in his/her place.

**SECTION VIII - ORDER OF BUSINESS:**

The Chairman shall determine the order of business at meetings. The Chairman on his/her own initiative, or the Board by majority vote, may consider items out of sequence from the printed agenda. Time certain for particular items may be set at the time the agenda is posted or by request of the General Manager, Chairman, or Board members at the beginning of the Board meeting.

**Getting the floor - improper references to be avoided:** Every Board member desiring to speak shall address the chairman and, upon recognition by the presiding officer, shall confine himself or herself to the question under debate, avoiding all personalities and indecorous languages.

**Interruptions:** A member, once recognized, shall not be interrupted when speaking unless it is to call the member to order. If a member, while speaking, is called to order, the member shall cease speaking until the question of order is determined, and, if in order, shall be permitted to proceed.

**Personal privilege:** The right of a Board member to address the Board on a question of personal privilege shall be limited to cases in which the member's integrity, character, or motives are questions, or where the welfare of the Board is concerned. A Board member may interrupt another speaker if the Chairman recognizes the "privilege."

**SECTION IX - ADDRESSING THE BOARD:**

At the discretion of the chairman, citizens attending the meeting may address the Board at the proper time during the discussion of any agenda item. Petitions, remonstrances, communications, comments or suggestions from citizens which are not related to an item included in the agenda must be heard under Public Comment.

Each person desiring to address the Board shall submit an attendance card. Each person addressing the Board shall read his or her name and the city or county of his or her residence into the public record. Oral presentations given during the Public Comment section of the agenda or for any agenda item shall not be repetitious and shall be confined to three minutes maximum duration, unless the Chairman or the Board grants additional time. No person other than the individual speaking shall enter into the discussion without the permission of the presiding officer. No question shall be asked of a Board member except through the presiding officer. No action shall be taken on issues raised under the Public Comment section of the agenda.

After a motion is made, no person shall address the Board without first securing the permission of the full Board to do so.

**SECTION X - DECORUM:**

**By Board Members:** While the Board is in session, the members must preserve order and decorum. A member shall neither by conversation or otherwise delay nor interrupt the proceedings or the peace of the Board nor disturb any member while speaking nor refuse to obey the orders of the Board or its presiding officer, except as otherwise herein provided.

**By Persons:** Pursuant to NRS 241.030 (3)(b), any person making personal, impertinent, or slanderous remarks which disrupt the meeting, or who becomes boisterous while addressing the Board, or who interferes with the order of business before the Board, and who fails, upon request of the presiding officer to cease such activity, shall be barred from further audience before the Board at that meeting, unless permission to continue is granted by a majority vote of the Board.

**Enforcement of Decorum:** The General Manager or the General Manager's designee(s) shall carry out all orders and instructions given by the presiding officer for the purpose of maintaining order and decorum at Board meetings. Upon instructions of the presiding officer, it shall be the duty of the General Manager or the General Manager's designee(s) to remove any person who violates the order and decorum of the meeting.

**SECTION XI - VOTING:**

**Roll Call:** A roll call vote must be taken upon the request of any member. Roll call votes shall be taken by the General Manager or his/her designee. The General Manager or his/her designee shall endeavor to rotate the order of calling on Board Members on a roll call vote except that the Chairman shall always vote last on a roll call vote. It shall not be in order for members to explain their vote during the roll call.

**Precedence of Motions:** When a motion is before the Board, no motion shall be entertained except (1) to limit comment, (2) to adjourn, (3) to fix hour of adjournment, (4) to lay the motion on the table, (5) to call for the previous question, (6) to continue to a certain day, (7) to refer, (8) to amend, (9) to postpone indefinitely, or (10) to divide the question. These motions shall have precedence in the order indicated.

**Amendments:** No more than one amendment to an amendment is permitted. When an amendment is before the Board, the Board shall vote first on the amendment. After the amendment has passed or failed, the Board shall vote on the main motion.

**Motion to Table:** The purpose of this motion is to temporarily by-pass the subject. A motion to lay the matter on the table is undebatable and shall preclude all amendments or debate of the subject under consideration. If the motion prevails, the matter may be "taken from the table" at any time prior to the end of the next regular meeting. A matter taken from the table cannot be acted upon if it does not appear on the published agenda.

**Motion to Continue:** The purpose of this motion is to delay consideration of a subject until a future time. A motion to continue shall include the specific date when the subject shall again be considered.

**Motion for Previous Question:** The purpose of this motion is to close debate on the main motion. It is undebatable, and no further discussion shall be permitted until the motion is acted upon. If the motion fails, debate is reopened; if the motion passes, then the Board shall vote on the main motion.

**Division of Question:** If the question contains two or more divisible propositions, the Chairman may, or upon successful motion of the Board, shall divide the same.

**Withdrawal of Motion:** When a motion is made and seconded, it shall be so stated by the Chair before debate commences. A motion may not be withdrawn by the mover without the consent of the member seconding it.

**Conflict of Interest:** Board members shall abide by the provisions of NRS 281.411 et.seq. relating to Ethics in Government.

**Board Member Required to Vote:** Board members are required to vote on all issues placed before them unless prohibited by the Code of Ethical Standards in NRS 281.481 et.seq.; or, if a Board member was absent from a meeting, he or she may abstain from voting on the minutes of that meeting. The presiding officer shall elicit a voice vote from teleconferencing board members.

**Recording Votes:** The minutes of the proceedings of the Board shall record each individual Board member's vote on all agenda items.

**Affirmative Motion:** An affirmative motion which fails to carry shall not be considered a denial

and shall require a motion for denial.

**Negative Motion:** A negative motion which fails to carry is not tantamount to approval and shall require the passage of an affirmative motion before approval.

**Motion to Reconsider:** A motion for reconsideration of any matter or a request to have a matter placed on a subsequent agenda may be made at any time during the meeting when the matter was voted upon or during the next regularly scheduled meeting by a Board member voting on a prevailing side of the matter or motion to be reconsidered. A question failing by virtue of tie vote may be reconsidered by motion of any member of the Board, which motion may be made at any time. A majority vote in favor of reconsidering the vote on a subject or motion shall automatically cancel the previous vote on that subject or motion and reopen the subject or motion for discussion and another vote. The procedures of regular business shall be in order. When a Board member voting on the prevailing side requests the General Manager to place a time for reconsideration on the subsequent agenda, that Board member should specify his/her intent as to when the item itself should be heard if the Board approves the request to reconsider it.

## SECTION XII - COMMITTEES

When the Board determines that a citizen's committee is needed, the following procedure shall be used:

- a) The Board member proposing the creation of the citizen's committee will submit information defining the purpose, duties and objectives of the committee and whether it is to be an ad hoc or continuing committee to the General Manager for placement on an agenda for Board discussion. If proposed as an ad hoc committee, the Board action shall specify when the committee's work is to begin and to conclude.
- b) The Board shall approve or reject the request. If the Board approves the request, it shall be referred to staff for the drafting of the appropriate resolution.
- c) Once a citizen's committee is approved, the General Manager shall cause to be published a notice soliciting interested and qualified volunteers to file application for appointment. The following information is to be contained in the notice: the purpose and duties of the committee and the requirement to comply with the open meeting law and the ethics law.
- d) The Board may interview all applicants or may pre-screen applicants for interviews if it so chooses.
- e) Terms of appointment to any citizens' committee shall not exceed three years. No person shall be appointed to serve more than two consecutive terms. An individual who fills an unexpired term with 3/4 of that term remaining shall be considered to be serving a full term. A third term may be considered if there are no other qualified applicants.

f) Criteria Which May Be Used for Appointment to Committees:

- o Competence
- o Representative of community as a group - points of view, different areas, different aspects of the community, different backgrounds, experts and generalists, etc.
- o Balance among jurisdictions.

The following criteria may be used for re-appointment to or removal from committees:

- o Conflicts of interest
- o Attendance at Meetings
- o Participation during Meetings
- o Preparation for Meetings
- o Support of community vision/values
- o Respect for staff/public

The Board may remove a member of a committee pursuant to the following procedure:

- o At the request of any Board member, the Board may direct written notice to be provided to a committee member being considered for removal.
- o Such written notice will be delivered personally to that member at least 5 working days before the meeting, or sent by certified mail not less than 21 working days in advance of the meeting at which the removal will be considered.
- o Such written notice will set forth the reasons for the proposed removal in sufficient detail to enable the committee member to respond at the meeting.

The Board may close the meeting in accordance with the provisions of the Open Meeting Law, Chapter 241 of the Nevada Revised Statutes, to discuss the character, alleged misconduct, professional competence, or physical or mental health of a person.

The member of the committee who is the subject of the proposed removal shall be given the opportunity to present information to the Board on the issue of removal.

**SECTION XIII - AUTHORITY OF THE GENERAL MANAGER**

The General Manager is the chief executive and administrative officer of the Truckee Meadows Water Authority. He or she is responsible to the Board for the proper administration of all Authority business. The General Manager shall appoint all employees of the Authority and, subject to the requirements of applicable law, may remove any employee, when justified, without authorization from the Board.

**SECTION XIV - USES OF STAFF**

Board members should always feel free to go to the General Manager. The Board will provide ongoing feedback, information and perceptions to the General Manager. When a Board member has a concern with a staff member, the concerns should be discussed with the General Manager.

Board members will not request from the General Manager any staff project that entails over two hours of staff work without seeking approval of the full Board. This rule pertains only to individual research requests by an individual Board member.

Board members should direct requests for information to the General Manager and not to individual staff members.

#### **SECTION XV - RULES OF ORDER**

“Roberts Rules of Order Newly Revised” shall govern the proceedings of the Board in all cases, provided they are not in conflict with these rules.

**TRUCKEE MEADOWS WATER AUTHORITY**  
**(TMWA)**

**RESOLUTION NO. 32**

**A RESOLUTION AMENDING THE RULES AND REGULATIONS  
OF THE BOARD OF DIRECTORS**

**WHEREAS**, the TMWA Board adopted Rules and Regulations of the Board of Directors on March 16, 2001; and

**WHEREAS**, it has come to the attention of the TMWA Board that the provisions of Section VII - Quorum are not consistent with similar provisions in the Cooperative Agreement or the Open Meeting Law; and

**WHEREAS**, the TMWA Board desires to amend the provisions of Section VII - Quorum to eliminate such inconsistencies.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Truckee Meadows Water Authority that the Section VII of the Rules and Regulations of the Board of Directors be amended and revised to read in full as follows:

"Section VII - Quorum: For purposes of transacting the Authority's business, a quorum shall exist if the Directors physically present at a meeting (i) represent a majority of the Purveyor Members, if any, and (ii) constitute a majority of all Directors then in office. Teleconference attendance shall not be considered in establishing a quorum for voting purposes. No action of the Board shall be valid or binding unless a quorum is present and the action is adopted by the affirmative vote of a majority of the Directors ~~physically present~~ at a meeting, except where a greater number is otherwise provided in the Cooperative Agreement or by law. When a Board member will be unable to attend a meeting, it is the Board member's responsibility to notify his or her alternate, if any, to attend such meeting."

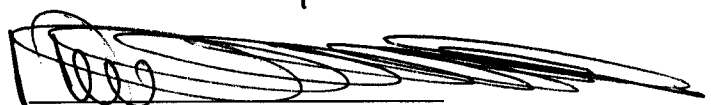
Upon motion of Member Aiazzi, seconded by <sup>Member</sup> Jessica Sferazza, the foregoing Resolution was passed and adopted May 8, 2002, by the following vote of the Board:

Ayes: ARKUSTROG, CARRIGAN, AIAZZI, BOND, J. SFERRAZZA

Nays: NONE

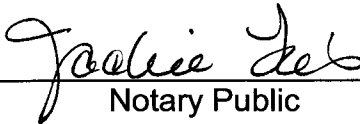
Abstain: NONE Absent: GRIFFIN

Approved May 8, 2002

  
Chairman

STATE OF NEVADA,     )  
                                  :  ss.  
COUNTY OF WASHOE.   )

On this 8th day of May 2002, Tony Armstrong, Chairman of the Truckee Meadows Water Authority, personally appeared before me, a Notary Public in and for said County and State, and acknowledged that he executed the above instrument freely and voluntarily and for the purposes therein mentioned.

  
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Notary Public

