



STAFF REPORT

TO: Board of Directors
FROM: Michael Pagni, General Counsel
DATE: February 5, 2016
SUBJECT: **Discussion and possible action on rotation of Chair between member agencies and possible recommendation on amendment of Chair election procedures in TMWA Cooperative Agreement**

DISCUSSION

At the February 5, 2016 TMWA Board Strategic Planning Workshop, the Board requested a future agenda item to discuss consideration of options to rotate the Chair position between the member agencies.

Section 19 of the Cooperative Agreement provides that the Board shall appoint a chair “from its membership”. The Chair must be a Director on the TMWA Board and is appointed annually. Under Section 19(a), the Chair shall hold office for a period of one year commencing on the first day of each fiscal year, subject to earlier removal for cause. Other than stating the Chair must be a member of the Board, the Cooperative Agreement imposes no restriction on who is eligible for appointment. Nothing in the Board Rules and Regulations addresses specific procedures for appointment of the Chair nor do they impose any restriction on who is eligible for appointment as Chair.

The TMWA Board could informally choose to rotate the Chair through the existing election process. The TMWA Board could choose to pursue a formalized rotation procedure. To the extent the Board wished to formally mandate a rotation of the Chair position (for example, by requiring that the position of Chair be rotated among Directors from each of the Members agencies), I believe such action would require an amendment to the Cooperative Agreement and the eligibility provisions in Section 19, as it would restrict which Board members were eligible for election to Chair from the current “all members” to a more limited group. I believe that restricting who is eligible to serve as Chair is a significant substantive change from the process contemplated by the member agencies at the time the Cooperative Agreement was entered and would require more than just a majority vote of the Directors, as it would impact the ability of one or more of the member agencies to have their appointed Directors serve as Chair, which would adversely impact interests of the governing bodies of the Member agencies without their input.

The Board asked for additional information on how the election of the Chair is conducted in other regional agencies such as the Regional Transportation Commission (RTC), Reno-Sparks

Convention and Visitors Authority (RSCVA), Regional Planning Commission (RPC) and Regional Governing Planning Board (RGPB).

RTC is a regional board created pursuant to NRS Chapter 277A and ordinance of Washoe County. *See Washoe County Code 20.343-355.* The composition of the RTC Board is established under NRS 277A.180. Neither the enabling legislation nor ordinance creates the position of Chair, nor do they contain any reference or procedure for the election or eligibility for election of a Chair. However, both NRS 277A.210 and WCC 20.347 authorize the Commission to adopt such bylaws, rules and regulations for administration and organization of the commission “as are not in conflict with the Motor Vehicle Fuel Tax Ordinance, chapter 373 of NRS or any other law of the State of Nevada.” The position and election procedures for RTC Chair is created by RTC bylaws, which bylaws expressly provide that the office of Chair must be chosen “from Washoe County, Reno and Sparks on a rotating basis, in that order.” Thus, unlike TMWA, the position of Chair and election procedures were created by internal rules of RTC.

The RPC was created by state statute under NRS 278.0262. State statute sets forth the procedure for election of the Chair, providing that “the commission shall elect its chair from among its members” and that the member elected chair must have been determined “pursuant to a schedule adopted by the commission and made a part of its bylaws which provides for the annual rotation of the chair among each of those governing bodies.” NRS 278.0262 (3). Thus, state statute expressly provides for the annual rotation of the chair, and authorizes the commission to adopt the schedule for such rotation. The RPC bylaws set forth a specific schedule for rotating the chair and vice chair positions between Reno, Sparks and Washoe County. *Truckee Meadows Regional Planning Commission Bylaws, Amended May 12, 2010 Sec.(IV) (D).*

The RGPB was also created by state statute under NRS 278.0264. Similar to the RPC, state statute expressly provides that the chair shall be elected from among its members pursuant to a schedule adopted by the RGPB as part of its bylaws which provides for the annual rotation of the chair among the governing bodies. NRS 278.0264 (4). The RGPB bylaws set forth a specific schedule for rotating the chair and vice chair positions between Reno, Sparks and Washoe County. *Truckee Meadows Regional Planning Governing Board Bylaws, Amended April 15, 2010 Sec.(IV) (D).*

The RSCVA is a county fair and recreation board created under NRS 244A.597 *et seq.* and Washoe County ordinance. State statute provides that the members of the board shall elect a Chair from among only those members who are elected officials appointed by the Washoe County Commission, Reno City Council or Sparks City Council. See Senate Bill 480 (2015), amending NRS 244A.601. No provisions of state statute or county ordinance were found requiring a rotation of the chair position among eligible members.