

**Representative Policy Board  
Nominating Committee  
South Central Connecticut Regional Water District  
Via Remote Access\*\***

**AGENDA**

**Special Meeting of Wednesday, August 23, 2023 at 4:30 p.m.**

1. Safety Moment
2. Discuss with Regional Water Authority Chairman and Chief Executive Officer the types of experience and other traits most needed by the Authority
3. Review RPB Bylaw provisions regarding the nominating process
4. Develop and agree on draft selection guidelines for submission to the Representative Policy Board
5. Determine next steps and key dates to complete the Committee's assignment
6. Discuss meeting with incumbent Authority member
7. Establish future committee meeting dates

<p>**Members of the public may attend the meeting via remote access. For instructions on joining the meeting and to view meeting documents, please visit <a href="https://tinyurl.com/ypjkd88">https://tinyurl.com/ypjkd88</a>. For questions, contact the board office at 203-401-2515 or by email at <a href="mailto:jslubowski@rwater.com">jslubowski@rwater.com</a></p>
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REPRESENTATIVE POLICY BOARD

**NOMINATING COMMITTEE**

AUGUST 23, 2023 AT 4:30 P.M.

REMOTE MEETING INSTRUCTIONS

**Call in (*audio only*)**

[+1 469-965-2517,,87277773#](tel:+1469965251787277773) United States, Dallas

Phone Conference ID: 872 777 73#

Members of the public may access the meeting via conference call using the information above. For questions, contact the board office at 203-401-2515 or by email at [jslubowski@rwater.com](mailto:jslubowski@rwater.com)

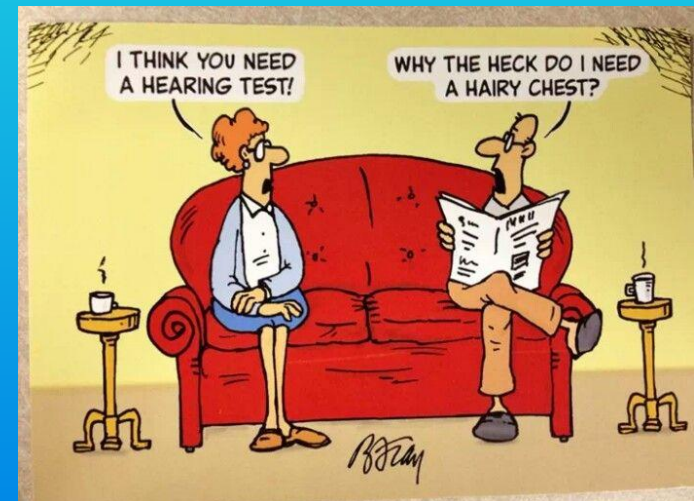
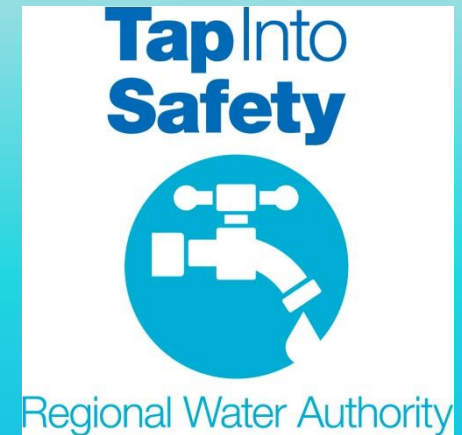
# SAFETY MOMENT

## Prevent Hearing Loss

Generally hearing loss is gradual and usually by the time you notice, it is too late. Prevent hearing loss before it happens:

### Protect your ears:

- Limit exposure to noisy activities; monitor your listening levels
- Wear hearing protection while performing loud activities at work or home
- Have your hearing tested
- Watch for symptoms and early signs of hearing loss



Service – Teamwork – Accountability – Respect – Safety

Safety is a core company value at the Regional Water Authority .  
It is our goal to reduce workplace injuries to zero.

 Regional Water Authority

## **RPB NOMINATING COMMITTEE**

### **CRITERIA TO BE UTILIZED IN RECOMMENDING APPOINTMENT OF A CANDIDATE TO THE FIVE-MEMBER AUTHORITY**

In developing the criteria or guidelines by which the qualifications of candidates for appointment to the Five Member Authority will be evaluated, consideration will be given to the Authority's current and future challenges and the organizations commitment to diversity. The successful candidate must be a dedicated and focused individual who will take a highly professional approach to the responsibilities of the position. It is expected that the candidate be a person of the highest personal integrity. It will be made clear to applicants that this is a twelve-month a year position that anticipates physical presence at meetings so that effective interaction between colleagues can take place. The following criteria are submitted for your review and comments.

#### **Behavior/Characteristics Required**

1. Ability to dissect and understand complex, multifaceted problems.
2. Ability to sense the "bigger picture" and maintain a strategic overview in addressing problems and planning solutions.
3. Ability to communicate ideas in a convincing and influential manner.
4. Ability to interact comfortably and effectively with a wide variety of people.
5. Ability and willingness to make timely and effective decisions.
6. Ability to function as a collaborative team member and modify plans and behavior when necessary to meet organizational goals.

#### **Educational Background**

1. Bachelor's degree or higher from a college or university, or equivalent experience.

#### **Work and Organization Background**

1. Applicants must have board or advisory board experience in either a for-profit or not-for-profit environment.
2. Applicants should have significant credentials in two or more of the following areas:
  - a. Private and/or public sector experience at the senior management level.
  - b. Direct responsibility for or significant involvement with large capital projects, programs, stakeholder engagement, regulatory compliance, and capital and operating budgets.
  - c. Senior level public utility experience.
  - d. Political, legislative, or utility regulatory agency involvement.
  - e. Environment and/or conservation land use experience or involvement.
  - f. Corporate finance and/or significant budget experience.
  - g. Substantial relevant legal experience with utility regulatory agency.
  - h. Possess good communication skills in both in-person and remote working environments.
  - i. Have a working knowledge of technical and engineering/operational processes.

The Chairperson of the Board or his/her designee shall develop and implement an ongoing program of orientation designed to provide new Members with an adequate background of information related to the organization and functions of the District.

## **ARTICLE IX Appointment of Members to the Regional Water Authority**

### **Section 9.1 Election and Terms**

The Authority is to consist of five members, not Members of the Board, residents of the District, appointed without regard to political affiliation, by a majority of the total weighted votes of the Members present at a meeting at which Members holding two-thirds of the total votes on the Board are present. The terms of the members of the Authority shall be five years staggered as set out in Section 5 of Special Act 77-98 as amended. The term of each member of the Authority begins January 1st and continues for five years or until such member's successor has been appointed and qualified.

### **Section 9.2 Nominating Committee**

Not later than August 15 of each year, the Chairperson of the Board, if not a declared candidate for membership on the Authority, shall appoint a Nominating Committee composed of five Members for the purpose of recommending to the Board a nominee or nominees for member of the Authority. If the Chairperson is a declared candidate, the Nominating Committee shall be appointed by a Board officer or the chairperson of a statutory committee, i.e. the appointing officer, who is not a declared candidate, in the following order: Vice-Chairperson; Secretary; Treasurer; Land Use Committee chairperson; Finance Committee chairperson; Consumer Affairs Committee chairperson.

Any Member intending to be a candidate for Authority membership in a given year must so declare to the Chairperson of the Board by August 1 of that year. No declared candidate may serve on the Nominating Committee. The Chairperson of the Board shall not be eligible to

serve on the Nominating Committee. No more than three, nor fewer than two, appointees to the Nominating Committee shall be members of the Executive Committee of the Board. The appointing officer who names the Nominating Committee shall ascertain each prospective Nominating Committee member's willingness to serve prior to appointment. The appointing officer shall designate a chairperson of the Nominating Committee, and if and as necessary, appoint replacements whenever vacancies occur.

### **Section 9.3 Nominating Committee Process**

(a) **Selection Guidelines.** The Nominating Committee shall meet on call of the chairperson. The Nominating Committee or its representative(s) shall confer with the Chair of the Authority and its Chief Executive Officer with regard to the types of experience and other traits most needed by the Authority, and shall solicit the same from Members of the Board. The Nominating Committee shall then, in its discretion, develop such guidelines by which to evaluate the qualifications of candidates that augment and are compatible with the requirements for candidates set forth in Connecticut Special Act 77-98, as amended, as it shall deem advisable. The Nominating Committee shall submit a draft of the selection guidelines to the Board for review and comment at the September meeting of the Board. If no September meeting of the Board is convened, the Nominating Committee shall distribute the draft selection guidelines and invite commentary from Board members to be received by the Nominating Committee on or before the 23<sup>rd</sup> day of September. The Committee will review all commentary and revise the guidelines as it shall deem appropriate, and adopt the guidelines.

(b) **Consideration of Reappointing the Incumbent.** Following adoption of the guidelines by the Nominating Committee, it shall communicate these to the Board Members, the Authority, and the Chief Executive Officer of the South Central Connecticut Regional Water Authority. The chairperson of the Nominating Committee shall ask the member whose term is to expire at year end if s/he intends to seek reappointment to the Authority. If the incumbent responds

affirmatively, the Nominating Committee shall assess his/her candidacy as it deems appropriate and, having done so, determine whether to (1) recommend to the Board for consideration at its regularly scheduled October meeting the reappointment of the incumbent, or (2) advise the incumbent that it intends to entertain additional candidates and report this action to the Board. If the candidate responds negatively, the Nominating Committee shall commence an open candidacy search as set forth in Section 9.3 (c).

In the event the Nominating Committee recommends reappointment of the incumbent, it shall mail such recommendation to Members of the Board not less than ten days prior to the regularly scheduled October meeting of the Board, and the Board shall consider such recommendation at its October meeting. If the reappointment of the incumbent is approved by a vote as specified in Section 9.1, the Nominating Committee shall be discharged.

In the event the Board does not approve the reappointment of the incumbent at its October meeting, the Chairperson of the Board shall so notify the incumbent and the Nominating Committee shall publicly announce the open candidacy period for the appointment to the Authority for the five-year term commencing on January 1st of the following calendar year in accordance with the process set forth in Section 9.3 (c). The incumbent may seek appointment through the open candidacy process.

(c) **Open Candidacy.** If the Nominating Committee determines to consider candidates in addition to the incumbent, it shall so advise the incumbent, Board Members, members of the Authority, and the Chief Executive Officer of the South Central Connecticut Regional Water Authority not less than ten days prior to the regularly scheduled October meeting of the Board. Subsequent to those actions, the chairperson of the Nominating Committee shall publicly announce the open candidacy period for the appointment to the Authority for the five-year term commencing on January 1st of the following calendar year and invite candidates to apply, except that of the designated New Haven member appointed pursuant to the agreement

between the Authority and the City of New Haven. The announcement shall include the required qualifications for members of the Authority as set forth in Connecticut Special Act 77-98, as amended, as well as any additional guidelines by which the Nominating Committee intends to evaluate candidates.

The Nominating Committee shall consider all candidates and shall prepare a report for consideration at the December meeting of the Board which report shall recommend to the Board one or more nominees for appointment to the Authority. No name shall be submitted to the Board by the Nominating Committee unless it shall first have determined that such person is willing to serve if appointed. Said report and recommendation(s) shall be mailed to members of the Board not less than ten days prior to the meeting of the Board at which the Authority member appointment is to be considered. If the Nominating Committee's recommendation is not unanimous such report may contain a minority report and recommendation including an explanation and rationale for the minority's recommendation.

(d) **Designated Representation for New Haven on the Authority.** The City of New Haven shall have a Designated Member on the Authority in accordance with the procedures for the nomination and election of the New Haven Authority member, as noted in Section 1(a) of the written agreement between the Authority and the City of New Haven, executed by John Daniels and Howard Brooks and approved by the Board on July 5, 1978. When the term of the Designated New Haven Member of the Authority is to expire on the following January 1<sup>st</sup>, the Representative Policy Board shall request a list of at least three candidates be submitted to the Representative Policy Board by the City of New Haven. The Representative Policy Board shall appoint the New Haven Designated Member from the list of names provided.

#### **Section 9.4 Board Action**

In the event the appointment to the Authority is not determined at the October meeting of the Board, the Board shall vote in December on the candidate(s) recommended by the Nominating

Committee, and on any names proposed from the floor, provided that the proposer has determined that said nominee has agreed to serve if elected. If more than one person is nominated and the first vote fails to produce a person receiving a majority of the weighted vote, subsequent votes will be taken by dropping the name of the person receiving the fewest votes on the preceding vote. This process may be repeated until a majority of weighted votes are cast in favor of one candidate.

#### **Section 9.5 Official Communication**

The Chairperson of the Board shall report the results of the vote by letter to the chief elected official of each town and city in the District.

#### **Section 9.6 Unexpired Terms**

Any vacancy occurring on the Authority prior to the normal expiration of an Authority member's term shall be filled by an open candidacy process under the auspices of a duly appointed Nominating Committee, provided that the Chairperson of the Board may set such schedule for the Nominating Committee and Board meetings as he/she deems appropriate under the circumstances.

### **ARTICLE X Amendment**

(a) The Board shall review its Rules of Practice, and its Bylaws as needed. In addition every five years, beginning with 1992, a committee appointed by the Chairperson shall review these documents and report its findings and recommendations to the Board.