

GUAM ADMINISTRATIVE RULES AND REGULATIONS

**TITLE 28
PUBLIC UTILITIES**

CHAPTER 5

ARTICLE I.

**RULES
OF THE
GUAM SOLID WASTE AUTHORITY BOARD**

SECTION 1.

Governing Board

§ 5101. Governance of Authority. All powers vested in the Authority, except as provided herein, shall be exercised by the Guam Solid Waste Authority (“GSWA”) Board of Directors comprised of five (5) members appointed by *I Maga’lahi* (the Governor) with the advice and consent of *I Liheslatura* (the Legislature).

§ 5102. Terms. For the purpose of continuity of knowledge of GSWA operations and issues and unless otherwise provided in law, upon promulgation of these Rules the five (5) Members first appointed shall classify themselves by lot so that their terms shall expire respectively as follows: (3) members to serve two (2) year terms and two (2) Members to serve four (4) year terms. Subsequent appointments shall be for terms of four (4) years except that when a vacancy occurs, it shall be filled by appointment of the Governor with the advice and consent of the Legislature for the remainder of the vacating Member’s term. Except in the case of death, disqualification, removal or resignation, Board Members shall serve until a successor has been appointed.

§ 5103. Qualifications. Members of the Board shall be appointed from among residents of Guam, selected at-large, in accordance with 10 G.C.A. § 51A105.

SECTION 2.

Officers

§ 5201. Chairperson; Elections. Unless otherwise appointed by the Governor, the Board shall elect from among its Members a Chairperson and a Vice-Chairperson. The Chairperson shall preside at all meetings, shall act as the spokesperson of the Board and perform such other duties as the Board shall direct. The Vice-Chairperson shall succeed

to the duties of the Chairperson in the absence or inability of the Chairperson. Election of Officers shall be held annually.

§ 5202. Chairperson's Duties. The Chairperson's duties include:

- (a) Leading Board activities;
- (b) Working with the GSWA General Manager;
- (c) Representing the Board between its meetings;
- (d) Preparing for and chairing Board meetings;
- (e) Making appointments to committees;
- (f) Communicating the views of the Board to the GSWA staff;
- (g) Being the primary spokesman for the Board;
- (h) Miscellaneous other duties which arise from time to time as directed by the Board.

§ 5203. Secretary.

(a) The Board may also elect a Secretary. The Board may appoint one (1) or more assistants to assist the Secretary in discharging his/her duties.

(b) The Secretary shall have charge of all records and minutes of the Board.

Section 3.

Committees

§ 5301. Designation and Responsibilities. The Board shall designate such committees as may be required by the Board to fulfill its purposes. Each committee shall have at least two (2) Members. Such committees shall have and exercise such responsibilities extended to them by the Board.

§ 5302. Ex-Officio Members. The Chairman and the General Manager shall be ex-officio members of all committees.

Section 4.

Powers and Duties

§ 5401. Power and Duties Pursuant to Enabling Act. The Board shall have those powers necessary to carry out the duties set forth in the Guam Solid Waste Authority Act (the "Act"), Title 10 of the Guam Code Annotated ("G.C.A.") § 51A104, including, but not limited to those in the following sections.

§ 5402. Annual Budget. The Board will prepare an annual budget to the Governor and the Legislature which reflects the needs of the GSWA in carrying out its mandates to the people of Guam as set forth in Chapter 51A of Title 10 of the Guam Code Annotated.

§ 5403. Personnel and Consultants. To hire personnel and consultants for the staff of the GSWA, to formulate policies, to adopt such reasonable rules, regulations, operating guidelines and procedures consistent with the purposes and process of the Act and with law, and to effectuate the provisions of these Rules; to hold hearings, enter into contracts, make and sign agreements and perform any acts which may be necessary, desirable or proper to carry out the purposes of the Act.

§ 5404. Appointment of Committees. To appoint committees in furtherance of its duties; to request from any department, division board, bureau, commission, council or other agency of the Territory such reasonable assistance and data as will enable it properly to carry out its powers and duties under the Act; and

§ 5405. Advisor. To advise the Governor concerning the GSWA.

Section 5.

Board Member Standards

§ 5501. Standards. GSWA Members should endeavor to:

- (a) Participate in GSWA Board meetings to the fullest extent, including attendance at all meetings.
- (b) Prepare for GSWA meetings by reviewing available material in advance;
- (c) Contribute from their experience and judgment to GSWA actions;
- (d) Act without self-interest;
- (e) Be an advocate for GSWA's programs; and
- (f) Not commit GSWA or themselves on behalf of the Board to any action without authorization from the Board.

§ 5502. Member Conflicts.

(a) Unless otherwise provided in law, Members shall be prohibited from acting or participating in discussion on any matter in which he is a principal, has a financial interest in, or acts as an agent for anyone other than the government of Guam. Interests held in blind trust shall not be exempt from this provision. The Member shall be prohibited from influencing any determination made by the Board in which the Member either participates personally and substantially through decision, approval, disapproval, recommendation, the rendering of advice, investigation or otherwise, or which is the subject of the Member's responsibility, where the government of Guam is a party or has a

direct and substantial interest. Said prohibition shall be applicable during the tenure of the Member, and one (1) year thereafter.

(b) No Member shall acquire financial interests in any business or other undertaking which the Member has reason to believe may be directly involved in official action to be taken by the Board.

(c) No Member shall assist any person or business or act in a representative capacity for a fee or other compensation to secure passage to obtain a contract, claim, or other transaction or proposal in which the Member has participated or will participate as a Member of the Board, nor shall any Member assist any person, or business, or act in a representative capacity for a fee or other compensation contract, claim, or other transaction or proposal before the GSWA.

(d) Any Board Member, who knows, *or* with reasonable investigation should know, that the Member has a financial interest in any decision pending before that the GSWA Board *shall not* vote for or against, discuss, decide, in any way participate in considering the matter, *or* seek to influence the votes *or* decisions of others on such matter.

Prior to any determination of the matter, the employee shall disclose if any, the nature of such interest in accordance with 4 G.C.A. § 15205(g), if applicable.

§ 5503. Revocation of Board Membership. The unexcused absences of a Member from three consecutive regular meetings of the Board shall constitute cause for removal of the Member from the Board, and the Governor may thereupon remove such Member from the Board. The determination of whether a Member's absence is excused or unexcused shall be made by the other Members of the Board.

§ 5504. Compensation. In accordance with 5 G.C.A. § 43104, each member shall receive Fifty Dollars (\$50.00) for attendance at any meeting of the Board, but this stipend shall *not* apply to more than two (2) meetings in any one (1) calendar month. No member shall receive any other compensation.

§ 5505. Travel. Authorized travel by Members in furtherance of the GSWA's business shall be paid in accordance with 5 G.C.A. § 23104.

Section 6.

Meetings

§ 5601. Functions. The GSWA shall conduct meetings as deemed necessary to carry out GSWA functions as required by law.

§ 5602. Special and Emergency Meetings and Hearings. Special and emergency meetings and hearings of the GSWA may be called by the Board Chairperson in accordance with 5 G.C.A. § 8108.

§ 5603. Calling Meetings. The Chairperson shall call the GSWA meetings and hearings.

§ 5604. Chairperson to Preside. The Chairperson shall preside at all meetings and hearings of the GSWA. In the absence of the Chairperson, the Vice-Chairperson will preside. In the absence of the Chairperson and Vice-Chairperson, the Board shall elect one of its Members to preside.

§ 5605. Regular Meetings.

(a). There shall be an agenda for each regular meeting of the Board. The agenda shall be prepared by the Chairperson in consultation with the General Manager and made available to the Board Members no less than one (1) week before the meeting.

(b). The Board shall meet at least monthly, at such times and places as established by the Chairperson, or by the Vice-Chairperson when the Chairperson does not act. A quorum of the Board shall consist of a majority of members duly appointed and confirmed. The Chairperson shall be counted for a quorum but shall vote only in case of a tie.

§ 5606. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson or upon written request of the majority of the Members to the Chairperson.

§ 5607. Executive Session. The Board may hold an executive session during a regular, special or emergency meeting in accordance with the Open Government Law, 5 G.C.A., Chapter 8.

§ 5608. Notice. All meetings and hearings shall be noticed in accordance with the Open Government Law, 5 G.C.A., Chapter 8.

§ 5609. Minutes.

(a). The minutes of every meeting of the Board shall be recorded, shall be open to public inspection and shall include but not be limited to a record of all motions, proposals and resolutions offered, the results of any votes taken and a record of individual votes in event of roll call in accordance with the Open Government Law, 5 G.C.A. § 8113.

(b) Executive Session. A verbatim transcript by an authorized court reporter must be taken of all meetings which are closed to discuss litigation or possible litigation and such transcript shall promptly be reduced to writing. The transcript shall be maintained by the Board in accordance with the Open Government Law, 5 G.C.A. § 8111.

§ 5610. Proxy Votes. There shall be no proxy votes by or for GSWA Members.

§ 5611. Attendance By Conference Telephone Call. For regularly scheduled meetings of the Board, Members are expected to attend in person. Unless prohibited by law or by these Rules, however, under exceptional circumstances such as illness, off-island presence or other personal reasons, a Member of the Board may attend and participate in a meeting of the Board by conference telephone call or similar communications equipment which enables all persons participating in the meeting to hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

§ 5612. Circumvention of Open Government Law. Telephone conferencing, emails, facsimiles, or other electronic communications shall not be used to circumvent any public government purposes established by the Guam Open Government Law; and all requirements of the Open Government Law such as notice and minute-keeping requirements shall be complied with.

Section 7.

Miscellaneous

§ 5701. Availability of Information. Information about the policies and procedures of the GSWA's programs and services shall be made available to potential applicants and users in clear and up-to-date form.

§ 5702. Interpretation of these Rules. In case of dispute or question as to the meaning of any word, phrase, section or article of these Rules, the interpretation shall be decided by majority vote of the Board.

§ 5703. Annual Report. Within ninety (90) days following the close of the fiscal year of the Territory, the GSWA shall transmit its annual report of activities during the fiscal year concluded on the preceding September 30, and projecting the goals and objectives of the GSWA, to the Governor and the Legislature. Such report shall be made available to the public.

Section 8.

Amendment

§ 5801. Board Approval. These Rules may, in whole or in part, be added to, amended, repealed, or re-enacted by majority affirmative vote of the Board; provided, however, that no such change or addition to these Rules shall be made unless written notice of the proposed change or addition shall have been given to the Board Members no less than fourteen (14) days prior to the date of the meeting at which the change or addition is to be considered.

§ 5802. Application of AAL. Any such amendments, repeals or re-enactments of these Rules shall be done in accordance with the Administrative Adjudication Law, 5 G.C.A., Chapter 9.