

**RESOLUTION 2013-55**

**RESOLUTION AMENDING BPC (BOARD OF PORT COMMISSIONERS) POLICY NO. 018, "BOARD ADVISORY COMMITTEE" TO ALLOW FOR MORE THAN TWO BOARD OF PORT COMMISSIONERS TO SERVE ON BOARD ADVISORY COMMITTEES IF AUTHORIZED BY THE BOARD OF PORT COMMISSIONERS, AND THE AUDIT ADVISORY COMMITTEE CHARTER, TO ALLOW THREE MEMBERS OF THE COMMITTEE TO BE BOARD OF PORT COMMISSIONERS**

**WHEREAS**, the San Diego Unified Port District (District) is a public corporation created by the Legislature in 1962 pursuant to Harbors and Navigation Code Appendix I (Port Act); and

**WHEREAS**, the District's advisory committees are established by the Board of Port Commissioners (BPC) Chair each calendar year pursuant to BPC Policy No. 018; and

**WHEREAS**, on February 12, 2013, BPC Policy No. 018 was amended to add that, no more than two Commissioners shall serve on any Board Advisory Committee; and

**WHEREAS**, the "Audit Advisory Committee Charter," was amended to reflect the BPC's direction and to eliminate conflicting language between those BPC advisory committee policies, charters, and bylaws, and the amended language contained in BPC Policy No. 018; and

**WHEREAS**, in order to better facilitate the purpose of the Audit Advisory Committee to assist the BPC in fulfilling its oversight responsibilities for 1) the integrity of the District's financial statements, 2) the District's compliance with legal and regulatory requirements, 3) the effectiveness of the District's internal control system, 4) the independent auditor's qualifications and independence, and 5) the performance of the internal audit function and external auditors, three BPC members are needed for the Audit Advisory Committee; and

**WHEREAS**, BPC Policy No. 018, "Board Advisory Committees" must be amended to allow the BPC to modify the composition of its advisory committees to allow no more than two BPC members to serve on any advisory committee except as otherwise authorized by the BPC; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Port Commissioners of the San Diego Unified Port District, as follows:

That BPC Policy No. 018, "Board Advisory Committees," and the "Audit Advisory Committee Charter," as amended, authorizing the Board of Port Commissioners to appoint more than two members of the Board of Port Commissioners to a Board Advisory Committee, and to allow for three members of the Board of Port Commissioners to serve on the Audit Advisory Committee, copies of which are on file in the Office of the District Clerk, are hereby adopted.

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 9th day of April, 2013, by the following vote:

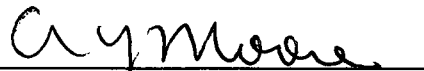
AYES: Malcolm, Moore, Nelson, Smith, Valderrama

NAYS: None.

EXCUSED: None.

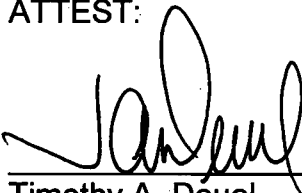
ABSENT: None.

ABSTAIN: None.



Ann Y. Moore, Chair  
Board of Port Commissioners

ATTEST:



Timothy A. Deuel  
District Clerk

(Seal)