

Heceta Water People's Utility District

Resolution 2014-13

A Resolution of the Heceta Water People's Utility District Board of Directors
Adopting a Board Duties and Responsibilities Policy

WHEREAS, Heceta Water People's Utility District (HWPUD) is an Oregon special district which is governed by an elected board of directors; and

WHEREAS, the Board of Directors desire to adopt a policy addressing their board duties and responsibilities to ensure good governance practices;

THEREFORE, IT IS RESOLVED: that the HWPUD Board of Directors hereby adopts the attached Board Duties and Responsibilities policy.

Approved and adopted on November 18, 2014



President, Board of Directors



Vice President, Board of Directors

Duties and Responsibilities of the Board of Directors

Meeting the Needs of the District

It is the policy of the Board of Directors to exercise those powers granted to it, and to carry out those duties assigned to it by law, in such a way as to best meet the needs of the District.

Formulation and Interpretation of District Policy

Board members only have the right and responsibility to participate in board meetings and vote on district matters as part of the Board. The most important activity of the Board in performing this responsibility is the formulation and interpretation of district policies. To this end, the Board shall establish policy, reserving to itself all authority and responsibility not directly assigned to other district officers and personnel.

Management and Communication between Board and Staff

The primary responsibility of the Board is to make policy level decisions for the district. Management of the daily operations and staff is the responsibility of the General Manager. Unless otherwise authorized by a quorum of the Board, no individual board member may order, direct, or conduct any review of personnel records of any staff member or any other record that is exempt under Public Records Law. Any communications relative to district business must be directed to the board president, who will then communicate the question, request or concern to the General Manager.

Board Meeting Conduct

The president shall preside at board meetings. In the president's absence, the vice-president shall preside. If both the president and vice-president are absent, any other member of the Board may preside. Board members shall be respectful of one another and follow the direction of the Chair. They should avoid personal attacks and keep discussions on policy, not individuals. Meeting shall be conducted in such a manner as to provide a full and fair opportunity for discussion of the issues in an efficient and timely manner. Any decision of the president or other presiding officer at the meeting may be overridden by a majority vote of the Board.

Board Members Authorized by Official Board Action Only

Board members have no individual powers separate from the powers of the board and have no authority to act individually without delegation of authority from a quorum of the board. Likewise, no individual board member may speak for or on behalf of the Board or District, except as authorized to do so by official board action as recorded in the official minutes, guidelines, or policies of the District.

Ethical Standards

Board members act as representatives of the citizens of the District. Therefore, board members shall adhere to the highest ethical standards in the conduct of district business. As public officials they are required to comply with Oregon ethics laws. Each board member should be provided with a copy of the Oregon Government Ethics Commission's *Guide for Public Officials*.

Board Member Education

In order to effectively carry out their duties, board members must be adequately informed. Members are encouraged to attend such conferences and other training programs as the Board may authorize.

Discipline

The Board has the right to enforce its rules and expect ethical and honorable conduct from its members. The Board will make every effort to resolve an issue by speaking to the individual privately. Should disciplinary action need to be taken, the following actions may be considered:

- A motion that the member must apologize;
- A motion that the member must leave for the remainder of the meeting;
- A motion to censure the member; or
- A motion to suspend a member's rights for a designated period of time.

Governance Responsibilities

Communications

- Develop regular channels of communication with board members and staff.
- Encourage participation of staff members on appropriate committees.
- Develop procedures for bringing staff opinions and recommendations to the board, as well as board opinions and decisions to the staff.
- Invite non-board members, other local governments, and groups to board or committee meetings or other types of board sponsored assemblies to explore and develop approaches to common concerns.
- Recognize that certain information obtained at board meetings may be non-public and confidential making disclosure a breach of trust.
- Respect the opinion of other members and accept the principle of majority rule in board decisions.

Financial

- Approve the annual budget.
- Monitor district finances and the budget, setting policy or taking action to ensure the fiscal integrity of the organization.

Policies, Objectives, and Plans

- Abide by and become familiar with all laws and policies governing the operation of the District.
- Approve the annual strategic plan or plan of operations.
- Approve policies for the organization.
- Recognize that the General Manager should have full administrative authority for properly discharging the duties of managing the operation within the limits of the established board policy. The Board's basic function is policy making – not administrative.
- Develop and approve long-range plan of growth and development for the District.
- Approve specific important projects.
- Approve any significant departure from established plans or policy.
- Receive and pass on committee or other planning body recommendations.
- Ensure that program objectives are assigned to the proper planning or implementing subgroups.

- Where applicable, bring other local governments or community groups into the planning and decision-making process.
- Approve contracts binding the District.
- Approve major changes in the District's organization or structure.
- Approve board plans of action.
- Pass District resolutions, or adopt ordinances.

Management

- Select the Board president and other officers.
- Hire the General Manager.
- Define the duties and responsibilities for the president, General Manager, officers, and major committee chairpersons.
- Select legal counsel and consultants for the Board.
- Approve contracts for professional services required by and for the Board.
- Authorize officers or board agents to enter into contracts or to sign other written instruments and to take financial actions.
- Approve the plan, form and amount of management compensation; that is salaries, bonuses, vacation, travel and so on.
- Evaluate the performance of the General Manager annually.
- Approve the form and amount of reimbursement for board members.
- Approve programs for management development.
- Provide advice and consultation to management on matters within the purview of the board's responsibilities.

Employee Relations

- Approve any employee benefit plans.
- Insist that personnel complaints go through a proper chain of command. If not resolved, only then should the Board get involved.
- Approve contracts with and between any unions involved with the District.
- Do not allow personnel problems, other than problems with the General Manager, to be brought into Board considerations.

Control

- Identify types of information needed by the Board to analyze effectively the District's directions and achievement. Create a process for collecting and analyzing information.

- Realize that the citizens within the boundaries of the District are true 'owners' of the District.
- Review and assess the organization's performance against objectives, resources, plans, policies, and service rendered.
- Analyze major 'shortfalls' in achievement.
- Identify obstacles, sense-changing needs, and propose new directions or goals.
- Ensure that the District is in compliance with all federal, state, and local laws.

Board of Directors

- Motivate board members to accept positions of leadership and responsibility.
- Appoint, change or abolish committees of the Board.
- Define powers and responsibilities of committees of the Board.
- Do not make commitments on any matter that should come before the Board as a whole.
- Recognize that an individual board member has no legal status to act for the entire board.
- Realize that if a quorum of the Board meets to make a decision or to deliberate, the meeting is considered a public meeting and must comply with all of the requirements of the Oregon Public Meetings Laws.
- Discussions on matters of overall policy outside of regular board meetings can violate the open meetings law.

Public Accountability

- Keep the public informed on all District matters.
- Make decisions based on the wishes and needs of the public.
- Spend the District's money with prudence and trust.
- Place the needs of the public above the ambitions of the Board or the District.