

ARCH CAPE SANITARY DISTRICT BOARD OF DIRECTORS POLICIES
Policy # **17-03 SD**

Qualifications

No person elected or appointed to the board shall be sworn in unless such person meets the qualifications for office set forth by law. Pursuant to ORS 450.045, a person is qualified to be a member of the board if the person is an elector of or owner in the district. Pursuant to District Ordinance 13-01 SD, no person who is an employee or contractor of the District shall be elected or appointed to the board.

Oath of Office

Each newly elected or appointed board member shall take an oath of office at a board meeting prior to assuming the duties of the position.

Vacancies

Vacancies on the board shall be filled by appointment by a majority of the remaining members of the board. If a majority of the membership of the board is vacant, or if a majority cannot agree, the vacancies shall be filled promptly by the county commission of Clatsop County. The period of service of a person appointed to fill a vacancy shall expire on June 30 after the next regular district election at which a successor is elected. The successor shall be elected to serve the remainder, if any, of the term of the position for which the appointment was made. If the term for which the appointment was made expires June 30 after election of the successor, the successor shall be elected to a full term. In either case, the successor shall take office July 1 following his or her election.

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 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 district manager. Unless otherwise authorized by a quorum of the board, no individual board member may direct or order a staff member on any matter that relates to the daily operations or administrative activities of the district. Moreover, unless otherwise authorized by 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.

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,

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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 or policies of the district.

Ethical Standards

Board members act as representatives of the citizens of the district. Therefore, board members shall adhere to all applicable law, including but not limited to ORS Chapter 244, regarding ethical standards in the conduct of District business.

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.

Board Responsibilities:

Communications

- Develop regular channels of communication with board members and staff.
- Encourage participation of staff members on appropriate committees.
- Bring 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 in executive session or otherwise non-public pursuant to law 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.
- Review and act on strategic plans, plans of operations and plans of action.
- Review and act on policies for the district.

- Recognize that the district manager should have full administrative authority for properly discharging the duties of managing the operation within the limits of the established board policies, resolutions and ordinances.
- Develop and approve long-range plan of growth and development for the district.
- Review and act on specific important projects.
- Review and act on any significant departure from established plans or policy.
- Receive and pass on committee or other planning body recommendations.
- Where applicable, bring other local governments or community groups into the planning and decision-making process.
- Review and act on contracts binding the district.
- Review and act on major changes in the district's organization or structure.
- Pass district resolutions, or adopt ordinances.
- Review and act on any severance compensation or benefits before payment.

Management

- Select the district president and other officers.
- Hire the district manager.
- Define the duties and responsibilities for the president, district manager, officers, and major committee chairpersons as set forth in policy.
- Select legal counsel and consultants for the board.
- Approve contracts for professional services required by and for the board and the district.
- 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 district manager annually.
- Approve the form and amount of reimbursement for board members, if any.
- 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.

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 the true "owners" of the district.
- Review and assess the organization's performance against objectives, resources, plans, policies, and services 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.
- Recognize that an individual board member has no legal status to act for the entire board and may not make commitments on any matter that should come before the board as a whole.
- Realize that if a quorum of the board meets to make a decision or to deliberate, then 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.

Cooperation with Board Candidates

The board, through its staff, shall cooperate impartially with candidates for the board and provide them with information about board policies, administrative regulations, and other aspects of the operation of the district.

Orienting New Board Members

The board and its staff shall assist each new member-elect and appointee to understand the board's functions, policies, and procedures before he/she takes office. The following methods shall be employed:

- New members shall be invited to attend and participate in public board meetings prior to being sworn in.
 - The district manager shall provide material pertinent to district meetings and respond to questions regarding such material.
 - New members shall be invited to meet with the district manager and other district personnel to discuss the services each performs for the district.
 - The district manager shall make available to each new board member:
 - An updated copy of the district's policies and procedures.
 - A copy of the Attorney General's "Public Records and Meetings Manual."
 - Copies of the minutes of all board meetings, except for executive sessions, for the preceding twelve (12) months.
 - Copies of the district's last five (5) budgets.
 - Copies of the district's insurance policies.
 - Copies of all such documents as the attorney[s] for the district may recommend with respect to any pending claims or lawsuits.
 - A list of all district personnel by position.
 - Such other materials as the board may direct or the district manager deems appropriate.
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