



Special Meeting of the Board of Directors

Oak Lodge Water District Office

144611 SE River Road

Oak Grove, OR 97267

July 8th, 2019 at 6:30 p.m.

1. Call to Order and Flag Salute

2. Call for Public Testimony

Members of the public are welcome to testify for a maximum of three minutes on each agenda item.

3. Oath and Swearing in of Board Members

4. Interviews with Applicants to Fill Board Vacancy

5. Appointment of New Board Member

6. Call for Public Testimony

Adjourn



AGENDA ITEM

Agenda Item: Call for Public Testimony
Item No.: 2
Presenters: N/A

Background:

Members of the public are invited to identify agenda items on which they would like to comment or provide testimony. The Board may elect to limit the total time available for public comment or for any single speaker depending on meeting length.



AGENDA ITEM

Agenda Item: Oath and Swearing in of Board Members
Item No.: 3
Presenters: N/A

Background:

Elected officials must take an oath of office before undertaking the duties of their office. Board Members who were up for election in the last general election and were reelected need to perform the oath of office. The General Manager will swear in the Board President and the Board President will then swear in Director Paul Gornick and Treasurer Lynn Fisher.

At the prompting of the OLWS District Board President/General Manager:

I, _____, being first duly sworn say, I will support the Constitution and Laws of the United States of America and of the State of Oregon and will well and faithfully perform the duties of the Office of Director of Oak Lodge Water Services (District), to which I have been elected.

Director Signature

Date

General Manager Signature

Date



Appointment to Oak Lodge Water Services Board of Directors

*Appointment Procedures include the Oath of Swearing In and completion of the **Signature of Election Form**.*

At the prompting of the OLWS District President:

I, _____, being first duly sworn say, I will support the Constitution and Laws of the United States of America and of the State of Oregon and will well and faithfully perform the duties of the Office of Director of Oak Lodge Water Services (District), to which I have been elected.

Director Signature

Date

General Manager Signature

Date



AGENDA ITEM

Agenda Item: Interviews with Board Applicants to Fill Vacancy
Item No.: 4
Presenters: N/A

Interview Order:

- Ginny Van Loo
- Mark Knudson



AGENDA ITEM

Agenda Item: Appointment of New Board Member
Item No.: 5
Presenters: N/A

Proceedings to Appoint Oak Lodge Water Services Board of Director

*Appointment Procedures include the Oath of Swearing In and completion of the **Signature of Appointment Form**.*

*Follow up may include review and signature of the **Acceptance of Board Member Duties and Responsibilities Form** and the **Conflict of Interest Form**.*

Proceedings to Appointment:

1. Board President entertains a motion to appoint the new Board member, hears a second, requests discussion, and prompts a vote from the Board of Directors.
2. New Director signs Appointment Form.
3. District President conducts the oath by prompting the new Board Member to read the following:

I, _____, being first duly sworn say, I will support the Constitution and Laws of the United States of America and of the State of Oregon and will well and faithfully perform the duties of the Office of Director of Oak Lodge Water Services (District), to which I have been appointed.

4. New Director will *review and signature of the **Acceptance of Board Member Duties and Responsibilities Form** and the **Conflict of Interest Form**.*



Appointment to Oak Lodge Water Services Board of Directors

*Appointment Procedures include the Oath of Swearing In and completion of the **Signature of Appointment Form.***

At the prompting of the OLWS District Board President:

I, _____, being first duly sworn say, I will support the Constitution and Laws of the United States of America and of the State of Oregon and will well and faithfully perform the duties of the Office of Director of Oak Lodge Water Services (District), to which I have been appointed.

Director Signature

Date

General Manager Signature

Date



Disclosure of Conflict of Interest of Business Interest and Employment of Relative Pursuant to District Employment Policy & Practice (EPP) #9: Ethics

Date: _____

To: _____, (General Manager)

From: _____, (Director Name)

All Board members with relatives who also are employed at/or by the District and all Board members with financial, personal or family interest in a business or organization conducting business with the District are required by the State of Oregon (ORS Chapter 244) to disclose all potential and actual conflicts of interest, as outlined in the District’s EPP #9 *Ethics*.

In each case involving actual or potential conflicts of interest, the related Board of Directors must disclose this conflict to the General Manager (GM) in writing. The notification must describe the nature of the conflict and must reassign the matter to someone else. The written notification of the conflict must be maintained in the District’s official records pertaining to the matter at issue.

- 1. This memo documents whether an actual or potential conflict of interest exists between the following relatives:

(Name) _____,
(Position, department and/or other business: _____) and

(Name) _____,
(Position, department and/or other business: _____)

- 2. Type of conflict of interest: actual potential none
- 3. On a separate, attached sheet, please describe the nature of all conflicts of interest, including all tasks or matters in which official action by the Board member could or would have a financial impact on the employed relative and business(es) with which the Board member or a relative of the Board member is associated.
- 4. On the same separate, attached sheet, please also identify the name and position of the person to whom each specific activity has been reassigned.
- 5. If no conflicts of interest are present at this time, and the “none” box is checked above, please complete a new and separate memo if an actual or potential conflict of interest does develop.

Board of Director Signature Date

General Manager Signature Date

Send this signed form with the attachments that address items 3 and 4 above to the GM.



Board Member Duties and Responsibilities Policy

It is the policy of the Oak Lodge Water Services District Board of Directors to exercise those powers granted to it, and to carry out those duties assigned to it by law, in a manner that best meets the needs of the District and its customers.

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 members 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 District General Manager or his/her designee. 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 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 keep discussions focused on policy, not individuals. Meetings 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 the

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 Commissions 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.

There are certain general duties and responsibilities that all Board members should adhere to, no matter their particular position on the Board.

- Understand and demonstrate a commitment to the organization's mission and programs
- Keep up to date with issues and trends that affect the organization
- Prepare for meetings by reading agendas, minutes, reports and other documentation required to actively participate in them
- Attend meetings regularly
- Contribute skills and knowledge by participating actively in meetings and committees
- Make inquiries when clarification or more information is needed
- Understand and monitor the organization's financial affairs
- Avoid any potential conflicts of interest
- Understand and maintain confidentiality
- Ensure the organization is complying with all legal and regulatory requirements

The President of a Board, sometimes referred to as the Chair, will have the following duties and responsibilities:

- Establishes a search and selection committee for hiring a General Manager;
- Partners with the General Manager in achieving the organization's mission;
- Provides leadership to the Board of Directors, who sets policy and to whom the General Manager is accountable;
- Develops agendas for meetings with the General Manager;
- Chairs meetings of the Board of Directors;
- Recommends to the Board which committees are to be established;

- Seeks volunteers for committees and coordinates individual Board member assignments;
- Appoints the chairpersons of committees, in consultation with other Board members;
- Serves ex officio as a member of committees and attends their meetings as invited;
- Ensures that Board matters are handled properly, including committee functioning, recruitment of new Board members, orientations, and meeting preparation;
- Discusses issues confronting the organization with the General Manager;
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns;
- Reviews with the General Manager any issues of concern to the Board;
- Monitors financial planning and financial reports;
- Evaluates the performance of the General manager and the effectiveness of the Board members;
- Speaks to the media and represents the organization to the community;
- Annually reviews matters of governance that relate to the Board's structure, role, and relationship to management.

The Secretary/Vice-President of the Board will have the following duties and responsibilities;

- Acts as the President in his or her absence;
- Reports to and works closely with the President to assist with his or her duties;
- Assigned to a special area of responsibility such as committee representation, media, etc.;
- Performs other duties as assigned by the President and/or the Board.

Governance Responsibilities

There are certain general duties and responsibilities that all Board members should adhere to, no matter their particular position on the Board. They include the following:

Communications

- Develop regular channels of communication with Board members and General Manager.
- 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 Boards 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.
- Review quarterly and discuss the District's financial practices.
- Approve all On-Call Service Master Agreements prior to .
- Approve all On-Call Amended Task Orders wherein the accumulative amounts on the task orders exceeds the State of Oregon threshold of \$150,000.00, or where the total task orders exceeds the Board's approved amount for that vendor.
- Approve all contracts and task orders that exceed the General Manager's signature authority.

Policies, Objective, 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 District General Manager has full administrative authority for properly 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 consider 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 in to the planning and decision-making process.
- Approve major changes in the District's organization or structure.
- Approve Board plans of action.
- Pass District resolutions, or adopt ordinances.

Management

- Select the District President and other officers.
- Hire the District General Manager.
- Define the duties and responsibilities of the President, District General Manager, officers, and major committee chairpersons.
- Select legal counsel and consultants for the Board.

- Approve contracts for 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 General Manager annually.
- Approve the form and amount of reimbursement for Board members.
- Provide advice and consultation to management on matters within the purview of the Board's responsibilities.

Employee Relations

- Approve 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 District General Manager to be brought into Board consideration.

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.
- Recognize 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.
- Do not make commitments on any matter that should come before the Board as whole.
- Recognize that an individual Board member has no legal status to act on behalf of the entire Board.
- 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 best interests and needs of the public
- Assure that the District’s funds are expended with prudence and trust.
- Place the needs of the public above the ambitions of the Board or the District.

Board President Signature Date

Board Secretary/V.P. Signature Date

Director Signature Date

General Manager Signature Date



AGENDA ITEM

Agenda Item: Call for Public Testimony
Item No.: 6
Presenters: N/A

Background:

Members of the public are invited to identify agenda items on which they would like to comment or provide testimony. The Board may elect to limit the total time available for public comment or for any single speaker depending on meeting length.