



**Oak Lodge Water District Office**

**14496 SE River Road**

**Oak Grove, OR 97267**

**October 25th, 2019 at 9 a.m. – 11 a.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. Appointment of New Board Member
4. Oath and Swearing in of New Board Member
5. Financial Auditor Update
6. Call for Public Comment
7. Business from the Board
8. Recess to Executive Session  
  
Convene Executive Session under ORS 192.660(2)(e) To consider information or records that are exempt by law from public inspection.
9. Adjourn Executive Session

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:** Appointment of New Board Member  
**Item No.:** 3  
**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) #15: 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.**

## **ETHICS POLICY**

### **PURPOSE**

The purpose of this policy is to establish a culture of openness, trust and to emphasize the employee's and consumer's expectation to be treated to fair business practices. This policy will serve to guide business behavior to ensure ethical conduct. Effective ethics is a team effort involving the participation and support of every District employee.

### **SCOPE**

This policy applies to officials, employees, contractors, consultants, and other workers at the District, including all personnel affiliated with third parties as well as family members of employees and officials.

### **OBEJECTIVES**

To adhere to legal, moral, and professional standards of conduct in the fulfillment of professional responsibilities. Standards of professional conduct as set forth in this policy are promulgated in order to enhance the performance of all persons engaged in District functions.

### **POLICY STATEMENT**

#### **1. Personnel Standards**

State law prohibits any public official, a term that includes all District employees, from using or attempting to use their official position or office to obtain a personal financial gain or to avoid a personal financial detriment that would not otherwise be available but for the public official's holding of the official position.

However, as exceptions to the rule, state law allows public officials to accept the following:

- Official compensation
- Allowed honorarium
- Reimbursement of expenses by an employer
- Gifts of less than \$50 in a calendar year from sources with a legislative or administrative interest
- Unlimited gifts from sources with no legislative or administrative interest

- Items that are expressly excluded for the state's definition of gift

State law imposes additional limits on personal gain and avoidance of personal financial detriment that would not otherwise be available by the employee's holding of a position with the District. The law further imposes additional limits on personal gain and avoidance for family members of the employee. District employees are responsible for ensuring that their actions comply with state law. Please refer to the state's Guide for Public Officials. The Oregon Government Ethics Commission may be contacted for additional resources.

- a. District staff and officials shall demonstrate and be dedicated to the highest ideals of honor and integrity in all public and personal relationships to merit the respect, trust, and confidence of governing officials, other public officials, employees, and of the public.
  - b. Employees are expected to conduct themselves in a manner to avoid the appearance of impropriety. Conduct that could appear dishonest to a reasonable observer will undermine the public trust even if the conduct is not illegal.
  - c. Employees and officials shall devote their time, skills, and energies to their office both independently and in cooperation with other professionals.
  - d. Employees and officials shall abide by approved professional practices and recommended standards.
  - e. Employees are expected to recognize the possibility of a potential or actual conflict of interest they may have and disclose the conflict, in writing, to their supervisor/manager and the HR Manager. The HR Manager and/ or the General Manager shall acknowledge the potential or actual conflict in writing and determine whether such conflict can be resolved if appropriate. A copy of the disclosure and subsequent acknowledgement shall be placed in the District personnel file.
  - f. Employees must not take any official action, the effect of which would be to the employee's private financial gain or loss, without first notifying the General Manager and immediate supervisor in writing of the actual or potential conflict of interest and obtaining approval prior to taking such action. Nor may an employee allow the purchase by the District of any goods and services from a business with which the employee is associated, except when the purchase is expressly authorized by the Board through proper procedure.
2. Employees may not solicit private business from fellow employees or from citizens while on duty and/or in uniform or otherwise readily identifiable as a District employee, such as while in a District vehicle. Responsibility as Public Officials
    - a. District staff and officials shall recognize and be accountable for their responsibilities as officials in the public sector.
    - b. Employees and officials shall be sensitive and responsive to the rights of the public and its changing needs.
    - c. Employees and officials shall strive to provide the highest quality of

- performance and counsel.
  - d. Employees and officials shall exercise prudence and integrity in the management of funds in their custody and in all financial transactions.
  - e. Employees and officials shall uphold both the letter and the spirit of the constitution, legislation, and regulations governing their actions and report violations of the law to the appropriate authorities.
3. Professional Development
- a. District staff and officials shall be responsible for maintaining their own competence, for enhancing the competence of their colleagues. Staff and officials shall maintain relevant knowledge or competence and share expertise with other governmental entities and members of the community when applicable. All staff and officials shall promote excellence in public service.
4. Professional Integrity – Information
- a. District staff and officials shall demonstrate professional integrity in the issuance and management of information.
  - b. Employees and officials shall not knowingly sign, subscribe to, or permit the issuance of any statement or report which contains any misstatement, or which omits any material fact.
  - c. Employees and officials shall prepare and present statements and financial information pursuant to applicable law and generally accepted practices and guidelines.
  - d. Employees and officials shall respect and protect privileged information to which they have access by virtue of their office.
  - e. Employees and officials shall be sensitive and responsive to inquiries from the public and the media, within the framework of District policy and direct media inquiries to the appropriate District representative
  - f. Employees may not use information received because of District employment for private gain, or to avoid financial detriment if the information is confidential or not readily available to the public. Information that is public may not be readily available to the public if a special request is required to obtain the information or, special knowledge, such as that acquired as a District employee, is needed to take advantage of the information.
  - g. Employees must not use their employment in any way to obtain financial gain or avoid financial detriment for the employee, their household, or family members or for any business, not-for-profit organization, or other separate legal entity, which the employee or a member of the employee's household or family is associated.
  - h. No employee may directly supervise an employee who is a member of their household or an employee with whom they are romantically involved. It is the responsibility of the supervisor or manager in the relationship to promptly disclose, in writing, the existence of the relationship to the HR Manager, or the General Manager or to the President of the Board of Directors in order to resolve the conflict.
5. Professional Integrity – Relationships



- a. District staff and officials shall act with honor, integrity, and virtue in all professional relationships.
- b. Employees and officials shall exhibit loyalty and trust in the affairs and interests of the District, within the confines of this policy.
- c. Employees and officials shall not knowingly be a party to or condone any illegal or improper activity.
- d. Employees and officials shall respect the rights, responsibilities, and integrity of their colleagues and other public officials with whom they work and associate.
- e. Employees and officials shall manage all matters of personnel within the scope of their authority so that fairness and impartiality govern their decisions.
- f. Employees and officials shall promote equal employment opportunities, and in doing so, oppose any discrimination, harassment, or other unfair practices.

#### 6. Conflict of Interest

- a. District staff and Border Members and District officials shall actively avoid the appearance of or the fact of conflicting interests.
- b. Employees and officials shall discharge their duties without favor and shall refrain from engaging in any outside matters of financial or personal interest incompatible with the impartial and objective performance of their duties.
- c. Employees and officials shall not, directly or indirectly, seek or accept personal gain, which would influence, or appear to influence, the conduct of their official duties.
- d. Employees must not award business to a member of their household or family regardless of the mechanism used to provide that business. This prohibition includes the use of limited purchase orders or procurement cards to provide business to a household or family member.
- e. Employees and officials shall not use public property or resources for personal or political gain.

All Board Members, Budget Committee Members and key District officials shall sign a Conflict of Interest statement annually.



## **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

**OAK LODGE**  
WATER SERVICES  
**AGENDA ITEM**

---

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

---

**Background:**

Members of the public are invited to address the Board on any relevant topic. The Board may elect to limit the total time available for public comment or for any single speaker depending on meeting length.



**OAK LODGE**  
WATER SERVICES  
**AGENDA ITEM**

---

**Agenda Item:** Business from the Board  
**Item No.:** 7  
**Presenters:** N/A

---

**Background:**

The Board of Directors appoints District representatives from time to time to serve as liaisons or representatives of the District to committees or community groups.

Directors assigned specific roles as representatives of the District are placed on the agenda to report to the Board on the activities, issues, and policy matters related to their assignment.



## AGENDA ITEM

---

**Agenda Item:** Executive Session  
**Item No.:** 8  
**Presenters:** N/A

---

**Background:**

Convene Executive Session under ORS 196.660(2)(e) To consider information or records that are exempt by law from public inspection.



## AGENDA ITEM

---

**Agenda Item:** Adjourn Executive Session  
**Item No.:** 9  
**Presenters:** N/A

---

**Background:**

Adjourn Executive Session and make any necessary motions as a result of Executive Session discussions.