



Resolution of the West Multnomah Soil & Water Conservation District
Resolution #2020-01-21
Adopting Board Duties and Responsibilities and Meeting Rules of Order Policy

WHEREAS, it is the policy of the board of directors of West Multnomah Soil & Water Conservation District (District) to exercise those powers granted to it, and to carry out those duties and responsibilities assigned to it by law, in such a way as to best meet the needs of the District;

WHEREAS, the District would like to formally adopt meeting rules of order allowing board meetings to be informational, productive, efficient, and effective, ensuring that everyone is heard and timely decisions are made;

NOW, THEREFORE, BE IT RESOLVED that the District hereby adopts the Board Duties and Responsibilities and Meeting Rules of Order Policy, attached to this Resolution and incorporated herein by reference.

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS THIS 21st DAY OF JANUARY, 2020.

George Sowder, Board Vice-Chair

Date

ATTEST:

Shawn Looney, Board Secretary

Date

West Multnomah Soil & Water Conservation District Board Duties and Responsibilities and Meeting Rules of Order Policy

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. [ORS 568.550](#) outlines the general statutory powers granted to conservation district boards. Individual directors do not have individual powers and authorities under statute, unless granted by the conservation district board. Individual directors may be given authority or power to act on behalf of the board for specific limited tasks. This authority or power is granted through board action (resolution, motion, or policy) and must be recorded in the conservation district board meeting minutes. Conservation district boards may choose to limit or grant authorities to individual directors relating to different actions, such as:

- Staff supervision.
- Obligating conservation district funds.
- Serving as a conservation district spokesperson for public presentations, media.
- Managing projects.
- Obligating or committing conservation district staff time or other conservation district resources.
- Signing documents.

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 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. Any communications relative to district business must be directed to the board chair, who will then communicate the question, request or concern to the district manager.

Board Meeting Conduct

The Chair shall preside at board meetings using parliamentary procedure. See **Exhibit A** for the Rules of Order followed by the district. In the Chair's absence, the Vice-Chair shall preside. If both the Chair and Vice-Chair 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. 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 Chair 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 authority to act on behalf of the board 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 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.

Governance Responsibilities

Communications

- Strive for open communications between the board and the district's employees.
- The board may designate participation of employees on appropriate committees.
- Solicit ideas, recommendations, and opinions from the employees and communicate the same to the employees.
- Invite customers, volunteers, partner agencies, and groups to board and committee meetings to explore issues and seek solutions.
- Respect the opinions of other board members, customers, and partners.
- Practice active listening to other directors, employees, customers, and others.
- Keep the public, landowners, other constituencies, county commissioners, legislators, agencies, organizations, funders, and the media informed of district programs, services, achievements, and needs.
- Recognize that certain information obtained at board meetings may be non-public and confidential, making disclosure a breach of trust.

Financial

- Approve the annual budget, which includes individual project and grant budgets.
- Set policies to ensure fiscal accountability and integrity are maintained.
- Regularly review the financial status of the district.
- Seek additional funding to expand the capacities and services of the district.

Policies, Plans, and Implementation

- Understand and follow all laws and policies governing the district.
- Approve the annual work plan.
- Approve the long-range business plan and review or update it annually.
- Approve policies needed to govern the operations of the district. Recognize the primary responsibility of the board is policy making.

- Approve and monitor district projects.
- Receive and act on committee or other group's recommendations.
- Recruit partners to be involved in planning and decision-making process.
- Approve plans for district operations.
- Implement district programs effectively.
- Identify local conservation needs and work to meet them within the limits of available resources.
- Keep the district's vision and mission in focus.
- Ensure that program objectives are assigned to the proper planning or implementing sub-groups.
- 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 board officers and respect their rights and authorities to carry out their duties.
- Recruit, train, and supervise the district manager and any other employees assigned to the Board based on a motion of the Board.
- Define the duties, responsibilities, authorities, and accountabilities of all board members, officers, district manager, committees, volunteers and any other employees assigned to the Board based on a motion of the Board.
- Authorize officers or other agents to approve contracts, sign written instruments, and take defined financial actions.
- Assess the capacities, policies, and procedures of the board's operations.
- Hire the district manager.
- Clearly define the responsibilities and authorities of the district manager to properly

manage the district within the board's policies and recognize that directors should not usurp these administrative functions.

- Evaluate the performance of the district manager annually.
- Ensure that employee issues go through proper channels. Do not allow employee problems other than the district manager's to come to the board.
- Ensure the district is in compliance with all federal, state, and local laws.
- Do a periodic "self-evaluation" of the board's progress toward accomplishing its mission, annual work plan, and long-range business plan.
- Use workshops, regular board training, and seminars to gain a deeper understanding of issues and develop skills to be effective directors.
- Be informed about the laws governing how the board must operate, such as budget, audit, public meetings, contracting laws, etc.
- Ensure the board's policies, activities, annual work plan, and long-range business plan are consistent with the policies of the Oregon Department of Agriculture, Natural Resources Division and the Oregon Soil and Water Conservation Commission.
- Develop and carry out the long-range business plan and annual work plan.
- Approve the plan, form, and amount of management compensation, that is, salaries, bonuses, vacation, travel, and so on for the district manager.
- 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 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 district manager, to be brought into board consideration.

Control

- Identify types of information needed by the board to effectively analyze the district's directions and achievements. 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 leadership positions and responsibilities.
- Appoint, change, or abolish committees of the board; define powers and responsibilities of board members and committees.
- Understand individual board members have no legal status to act for the entire board, unless granted such authority by board action and recorded in the minutes.
- Follow all requirements of the Oregon Public Meetings Laws; discussions on matters of overall policy outside of regular board meetings can violate the open meetings law.
- Place the needs of the public above the personal concerns of the board members.
- Recruit and orient new directors and associate directors.

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.

Individual Board Officer's and Other Board Member's Responsibilities

The following summarizes the general responsibilities of the board members and officers. More detailed job descriptions for each are maintained by the district.

All Elected and Associate Board Members

- Attend and actively participate in all board meetings.
- Come to meetings prepared.
- Carry out committee responsibilities.
- Stay abreast of local conservation issues.
- Attend area and state meetings of the various state associations and other conservation partners.
- Participate in training opportunities.
- Promote the conservation district's work to local landowners, its constituency, partnering agencies and organizations, legislators, and any decision makers regarding the conservation district's funding.
- Report out regularly on board-related activities.

Chair

The chair is selected by the conservation district board to carry out certain leadership functions and responsibilities. The chair is typically given responsibility to:

- Set meeting agendas.
- Preside at meetings.
- Appoint committees and committee memberships.
- Assign responsibilities.
- Request reports.
- Orient new directors.
- Any other functions and responsibilities as determined by the board.

One of the main roles of a chair is to preside at conservation district board meetings. The chair conducts the meeting according to the parliamentary procedures in Exhibit A. Generally the chair entertains motions from other members of the governing body, calls on people to speak, appoints committees if necessary, limits discussion, and facilitates the process to conduct business.

Serving as the chair does not preclude a director from voting. In fact, one of the most important functions of an elected official is to participate in the official decision-making process. All directors, including the chair, should vote on all motions and decisions unless there are any compelling circumstances, such as an actual conflict of interest. No statute prohibits any director or the chair from making or seconding a motion.

Vice-Chair

Many conservation districts choose to elect a vice-chair as one of its officers. If a conservation district decides to have a vice-chair, the district should identify the roles and responsibilities for the position. Some of the responsibilities may include:

- Act in place of the chair when needed.
- Serve as chair of standing committees.
- Advise the chair on program and policy.
- Arrange special programs for regular board meetings.
- Other responsibilities defined by the conservation district board.

Secretary

Every conservation district must select a director to serve as the board secretary. However, the conservation district director selected as secretary is not required to perform all secretarial or clerical functions within the conservation district. A conservation district board may delegate secretarial duties to an employee, associate director, contractor, or volunteer if desired. It is common for conservation district staff to record conservation district board minutes and prepare information, agendas, correspondence, reports, and public meeting notices.

Treasurer

Many conservation districts choose to elect a treasurer as one of its officers. Typical functions of a treasurer include:

- Regularly review the conservation district's finances.
- Serve as chair of the finance committee, which meets as needed.
- Obtain/provide fidelity or surety bonds for persons handling funds (to protect from theft and misuse of conservation district funds).
- Lead budget development.
- Review all bank and investment account reconciliation reflecting receipts, deposits, and disbursements of funds.
- Review and ensure complete financial records.
- Present financial statements at conservation district board meetings.
- Other responsibilities defined by the conservation district board.

Exhibit A: Rules of Order for Board Meetings

These rules of order or procedure for conducting board meetings will allow board meetings to be informational, productive, efficient, and effective, ensuring that everyone is heard and timely decisions are made.

Agenda

All meetings will have an agenda with a fixed order of business to include the following:

1. Call to order and establish a quorum
2. Adoption of agenda
3. Review and approval of minutes from last board meeting
4. Review of Treasurer's Report
5. Committee and staff reports (Diversity Equity and Inclusion Committee, Long Range Business Plan Steering Committee, staff presentation, etc.)
6. Unfinished business
7. New business
8. Announcements
9. Adjournment

Taking Action with Resolutions and Motions

Resolutions are used to express opinions of the board or to approve an action such as a contract, the annual budget, or other major expenditure of funds. A resolution may also be used for the adoption of internal policies such as personnel rules.

Motions are a way to place a matter before the board for consideration. It is a procedural device rather than a written document. To introduce a new piece of business or propose a decision or action, a motion must be made by a board member. Motions may be postponed, amended or referred to a committee. The resulting motion must be seconded by another board member. After discussion, the board then votes on the motion with a majority (at least four elected board members) in favor needed to pass the motion.

Executive Session

The district board is authorized to meet in executive session (meetings closed to the public) in certain limited circumstances governed by [ORS 192.660](#). Because violations of executive session provisions of public meeting law are subject to civil penalties and investigation by the Oregon Government Ethics Commission, the district uses an executive session checklist to ensure that they are in compliance with the law.

Generally executive sessions may be held for the following purposes:

- Employment of public officers, employees and agents
- Discipline of public officers and employees
- Performance evaluations of public officers and employees

- Labor negotiations
- Real property transactions
- Consideration of exempt public records
- Consultation with legal counsel regarding litigation
- Public Investments

No executive session may be held for the purpose of taking final action or decision, only a preliminary decision can be made. Executive sessions may be called during a regular meeting, special or emergency meeting for which proper notice has been given, or a noticed executive session can be held without being part of another meeting.