



## **FLORISSANT FIRE PROTECTION DISTRICT**

### **BOARD OF DIRECTORS**

#### **Procedural Authority Governing Operations, Roles and Responsibilities, and Conduct**

This document has been adopted to further clarify statutory hierarchy and the governance of navigating Statute/Laws, Florissant Fire Protection District Bylaws, and Florissant Fire Protection District Standard Operating Procedures outlining Policy.

#### **TABLE OF CONTENTS**

<b>PART I-GENERAL RULES.....</b>	<b>2</b>
<b>PART II - BASIS OF AUTHORITY .....</b>	<b>2</b>
<b>PART III - BOARD STRUCTURE.....</b>	<b>3</b>
<b>PART IV - CODE OF ETHICS.....</b>	<b>5</b>
<b>PART V - BOARD MEETING PROCEDURES .....</b>	<b>8</b>
<b>PART VI -BOARD MEETING CONDUCT .....</b>	<b>9</b>
<b>PART VII – RULES OF ORDER .....</b>	<b>10</b>
<b>PART VIII - REMUNERATION .....</b>	<b>11</b>

# **FLORISSANT FIRE PROTECTION DISTRICT**

## **BOARD OF DIRECTORS**

### **Procedural Authority Governing Operations, Roles and Responsibilities, and Conduct**

#### **PART I-GENERAL RULES**

##### **RULE I-1: Purpose**

The purpose of this document is to define authority, roles and responsibilities and set the expectations of conduct for the Board of Directors of the Florissant Fire Protection District. This document is designed to supplement the District Bylaws and will also assist in the application of policy as defined in the District's Standard Operating Procedures for conducting business for the District.

##### **RULE I-2: Suspension of Rules**

Any of the within rules not required by law may be suspended at a duly noticed meeting by a majority vote of the Board.

##### **RULE I-3: Alteration, Amendment or Repeal**

Any rule may be altered, amended, or repealed at a duly noticed meeting by a majority vote of the Board.

#### **PART II - BASIS OF AUTHORITY**

##### **RULE II-1: Authority of the Board**

Special Districts are Authorized by Title 32, Colorado Revised Statutes (C.R.S.), and have only those powers and authorities granted by statute. Special Districts can provide only those services and operate only within the parameters of the Service Plan approved by the appropriate counties and municipalities within which the District lies.

Subject to the above-described limitations, all authority for governing the District lies with the Board of Directors. The powers of the Board in governing the District are enumerated in Part 10, Article 1, Title 32, (32-1-1001 et. seq., C.R.S.).

Once formed, a special district exists, holds assets, and performs each of its functions in trust for the benefit of the residents and property holders within the district.

The Board of Directors acting officially and by recorded vote is the only governing authority of this District. Apart from his/her normal function as a part of this unit, or as directed by the Board, each Director exercises power only as a member of the Board and may not commit the District to any policy, act or expenditure. All powers, privileges and duties vested in or imposed upon the District shall be exercised and performed by and through the authority of the Board acting officially and by recorded vote is the only authority of the District.

Each Director owes fiduciary duty to the District and the residents and property holders of the district.

The Board may delegate to a Manager, the Chief, officers, employees and agents of the District any or all administrative and ministerial powers. However, the Board cannot delegate their authority.

#### **RULE II-2: Representation**

The Board of Directors as a whole should not represent any factional segment of the District, but rather represent and act for the District as a whole.

#### **RULE II-3: Governing Laws**

The Board of Directors shall comply with and be guided by supporting the Constitution of the United States, the Constitution of the State of Colorado and the laws of Colorado including the Colorado Special District Act and applicable federal laws and regulations.

### **PART III - BOARD STRUCTURE**

#### **RULE III-1: Officers**

Annually, at the first regular Board Meeting following the biennial election of Board Members, the Board shall select a President, Vice President, Secretary, Second Secretary and Treasurer for the next calendar year.

The Directors retain the authority to develop standard operating procedures defining policy in line with the District Goal, Vision and Mission. The Directors collectively recruit, interview, and hire as well as set standards of performance for executive level employees (manager, chief, etc.). Then let executive level management develop policy and procedures to manage staff and resources that support the direction of the District.

Board Directors ensure that resources are available to support the direction of the District and insist on accountability of said resources.

### **RULE III-2: President**

The President (Chairman) shall perform the duties of presiding officer at all meetings of the Board of Directors and shall carry out the resolution and orders of the Board of Directors and perform such other duties as the Board of Directors prescribes.

The President (Chairman) shall be the Board's liaison to the Manager/Chief and shall work with the Manager/Chief and other Board Directors to develop the Board agenda prior to each Board meeting. The President (Chairman) shall convey the Board's actions and directions to the Manager/Chief, and shall monitor the Manager/Chief's progress on Board directives and policies.

The President is authorized to sign all official documents of the District.

### **RULE III-3: Vice President**

When the President resigns or is absent or disabled, the Vice President (Vice Chair) shall perform the President's duties. When the President disqualifies himself/herself from participating in an agenda item, the Vice President shall perform the duties of the presiding officer.

### **RULE III-4: Secretary**

The Secretary shall be a member of the Board and shall be responsible for seeing that board meetings are recorded, accurate minutes of Board meetings are kept and preserved, and take responsibility for completing all documents as required by statutes.

### **RULE III-5: Second Secretary**

When the Secretary resigns or is absent or disabled, the Second Secretary shall perform the Secretary's duties. When the Secretary disqualifies himself/herself from participating in an agenda item, the Second Secretary shall perform the duties of the secretary officer.

### **RULE III-6: Treasurer**

The Treasurer shall be responsible for seeing that appropriate financial procedures are in place, and that accurate financial records are reconciled, posted for the public, and archived. The Treasurer shall also chair a permanent budget committee that is comprised of an additional Board Director appointed by the Board President and a Manager/Chief and administrator if any, which Committee shall be responsible for preparation of the annual draft budget pursuant to the provisions of the Colorado Budget Act. The Treasurer communicates directly with the bookkeeper, administrator and Manager/Chief as needed for financial oversight. The Treasurer will also chair an audit committee annually and make recommendations to the Board of Directors accordingly.

### **RULE III-7: Additional Duties**

From time-to-time additional duties i.e. Legal Liaison, Statutory Liaison may be assigned at a noticed meeting by majority vote of the Board to any Director to streamline information.

The Board of Directors may also vote in a noticed meeting by majority vote for outside agents to work with the District i.e. Certified Public Accountants.

### **RULE III-8: Manager/Chief**

The Board may hire an Executive Manager for the District in lieu of additional delegation of duties to the Executive level – Chief. The Board shall develop policy for the Manager/Chief that shall include but not be limited to the general supervision over the administration of the affairs, employees and business of the District and shall be charged with the hiring and discharging of employees and the management of District properties. The Manager/Chief shall have the care and custody of the general funds of the District and shall deposit or cause to be deposited the same in the name of the District in such banks or savings associations as the Board may select. The Manager/Chief will attend all Board Meetings but retains no power to vote on motions or resolutions.

### **RULE III-9: Committees**

The Board may create standing or ad hoc committees at its discretion. Committee motions and recommendations shall be advisory to the Board and not commit the District to any policy, act or expenditure nor may any committee direct staff to perform specific duties unless authorized in a noticed meeting by majority vote of the Board.

## **PART IV - CODE OF ETHICS**

### **RULE IV-1: Objectives**

The Board of Directors of Florissant Fire Protection District is committed to providing excellence in legislative leadership that results in the provision of the highest quality services and representation on behalf of the District's constituents. In order to assist in the government of the behavior between and among members of the Board of Directors, the following guidelines are recommended:

**IV-1A Respect:** The dignity, style, values, and opinions of each Director shall be respected.

**IV-1B Listening:** Responsive and attentive listening in communication is encouraged.

**IV-1C Representation:** The needs and desires of the District's constituents should be considered by the Board of Directors.

**IV-1D Responsibility:** The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to the District's Manager/Chief for implementation.

**IV-1E Attitude:** Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, backbiting and other negative forms of interaction.

**IV-1F Issue Orientation:** Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocs based on personalities rather than issues should be avoided.

**IV-1G Openness:** Different viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions. Once the Board of Directors act by majority vote, all Directors should support the action, and not create barriers to the implementation of such action. There should be no minority opinions or individual disagreement with the action publicly expressed once District action is taken by the Board.

## **RULE IV-2: Information**

Directors should abide by the following procedures:

**IV-2A Clarification:** In seeking clarification on informational and policy items, Directors should directly approach the Manager/Chief to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision making. It is preferred that such clarification is sought during Board meetings, where all Directors receive the same information.

**IV-2B Complaints:** In handling complaints from residents and property owners of the district, complaints should be referred to the Manager/Chief. Board members should refrain from attempting to handle complaints without the involvement of the Manager/Chief.

**IV-2C Safety:** Items related to safety, concerns for safety or hazards should be reported to the Manager/Chief and other Board Directors. Emergency situations should be dealt with immediately by seeking appropriate assistance.

**IV-2D Policy:** In seeking clarification for administrative policy-related concerns, especially those involving personnel, legal action, land acquisition, finances, and programming, said concerns should be directed to the Manager/Chief.

## **RULE IV-3: Interaction with Staff**

When approached by District personnel concerning specific District policy, Directors should direct inquiries to the Manager/Chief or the appropriate staff supervisor. The chain of command should be followed.

#### **RULE IV-4: Team Effort**

The smooth working of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.

#### **RULE IV-5: Constituent Requests**

When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to the Manager/Chief.

#### **RULE IV-6: Interaction with Manager/Chief**

Directors should develop a working relationship with the Manager/Chief wherein current issues, concerns and District projects can be discussed comfortably and openly. The Manager/Chief shall not play favorites among Board Members, but shall treat all Board Members equally, and with dignity and respect.

#### **RULE IV-7: Board as a Whole**

Directors should function as part of the whole Board. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

#### **RULE IV-8: Monitoring Progress**

Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission and honoring its values.

#### **RULE IV-9: Preparation**

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff through the Manager/Chief, or exchanged between Directors between meetings, within the limits of the Colorado Open Meetings Act.

#### **RULE IV-10: Staff Notes**

Information that is exchanged before the meetings shall be distributed equally between the Manager/Chief, and all Directors.

#### **RULE IV-11: Courtesy**

Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.

#### **RULE IV-12: Questions**

Directors shall defer to the President for conduct of meetings of the Board but shall be free to question and discuss items on the agenda. All comments should be confined to the matter being discussed by the Board and avoid personal attacks and insinuations.

#### **RULE IV-13: Minutes**

Minutes shall include a summary of actions taken, including actual motions made and properly seconded, with the number of votes for and against, but shall not include the Directors voting for and against, unless a Director requests that the minutes reflect his or her vote on the motion.

Minutes shall list the Directors who are absent at the meeting, with a notation of whether the absence is excused or not excused, as determined by the Board.

Directors may request that brief comments pertinent to an agenda item (including, if desired, a position on abstention or dissenting vote) be included in the minutes of a meeting. Such a request shall be made only at the meeting that item is discussed.

#### **RULE IV-14: Conflict of Interest**

Directors shall abstain from participating in consideration of any item involving a legally prohibited conflict of interest. Unless such a conflict exists, however, Directors should not abstain from the Board's decision-making responsibilities, including voting on all action items.

### **PART V - BOARD MEETING PROCEDURES**

#### **RULE V-1: Regular Meetings**

Regular meetings of the Board of Directors shall be held on the 4<sup>th</sup> Wednesday of every month at 6:00 pm in the training center of the fire station #1 located at 2606 W. Hwy 24, Florissant, CO 80816. The date, time, and place of regular meetings shall be reconsidered annually at the first meeting of the Board for that year. Regular meetings may be rescheduled in advance or in the event of an emergency by posting on the District's website [www.florissantfire.com](http://www.florissantfire.com).

#### **RULE V-2: Special Meetings (Non-Emergency)**

Special meetings (non-emergency) of the Board of Directors may be called by any two Directors by informing the other Directors of the date, time and place of such special meeting, and the purpose for which it is called, and by posting notice as provided in 32-1-903, C.R.S., and 24-6-402, C.R.S.

**V-2A: Agenda:** An agenda shall be prepared as specified for the regular and special Board meetings and shall be included with the notice of the meeting as posted 24 hours in



advance of the meeting. The agenda shall include all items of business to be considered, as nearly as known at the time of the posting.

**V-2B: New Business:** Only those items of business listed in the call for the special meeting shall be considered at the special meeting.

**RULE V-3: Special Meetings (Emergency)**

In the event of an emergency involving matters upon which prompt action is necessary due to the disruption or threatened immediate disruption of public facilities, the Board of Directors may hold an emergency special meeting without complying with the twenty-four (24) hour notice required above. An emergency means a crippling disaster which severely impairs public health, safety or both, as determined by the Manager/Chief and Board President or Vice President in the President's absence. An emergency meeting may be called by the Board President or any two Board Members. All members of the Board shall receive notice of such meeting, as far in advance of the meeting as possible. Only items relevant and necessary to dealing with the emergency shall be considered at the emergency meeting.

**RULE V-4: Adjourned Meetings**

A majority vote by the Board of Directors may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if a quorum is lacking at any regular or adjourned meeting, the Manager/Chief may declare the meeting adjourned to a stated time and place, and he/she shall cause a written notice of adjournment to be given to those specified above.

**RULE V-5: Order of Agenda**

The presiding officer of the meeting described herein shall determine the order in which the agenda items shall be considered for discussion and/or action by the Board.

**RULE V-6: Meeting Room Preparation**

The President and the Manager/Chief shall insure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate.

**RULE V-7: Motions and Resolutions**

All actions of the Board necessary for the governance and management of the affairs of the District shall be by passage of motions or resolutions in a noticed meeting by majority vote.

**PART VI -BOARD MEETING CONDUCT**

**RULE VI-1: Rules**

Meetings of the Board of Directors shall be conducted by the President in a manner consistent with the policies of the District. *{The latest edition of Robert's Rules of Order, Revised shall also be used as a general guideline for meeting protocol.}* District policies shall prevail whenever they are in conflict with {Robert's Rules of Order, Revised.}

#### **RULE VI-2: Conduct Objective**

The conduct of meetings shall, to the fullest extent possible, enable Directors to consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems and receive, consider, and take any needed action with respect to reports of accomplishments of District operations.

#### **RULE VI-3: Quorum and Majority**

Action can only be taken by the vote of the majority of the Board of Directors present at the meeting, provided a quorum is present. If the Board has five (5) Directors holding office, three (3) must be present and entitled to vote on an issue to represent a quorum for conducting business.

#### **RULE VI-4: Abstentions**

Where a Director abstains in a vote because of a potential conflict of interest the Director shall be considered to be absent. Thus, action can only be taken by a majority of the Directors present, not counting the Director(s) abstaining because of a potential conflict of interest. Directors shall not abstain from voting for any other reason than potential conflict of interest.

#### **RULE VI-5: Directions**

The Board may give directions which are not formal action. Such directions include the Board's directives and instructions to the Manager/Chief. The President shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as to refer the matter to the Manager/Chief for review and recommendation, etc.). Informal action by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board Meeting during which said informal action is taken.

### **PART VII – RULES OF ORDER**

#### **Rule VII-1: Parliamentary Determinations**

The presiding officer shall preserve order and decorum and shall decide questions of order subject to appeal to the Board.

#### **RULE VII-2: Call for Question**

A "call for question" shall be deemed a non-binding request that the presiding officer close debate and bring a motion to an immediate vote. The presiding officer may choose to continue discussion of the issue.

#### **RULE VII-3: Motion to Close Debate**

The "motion to close debate", if seconded, and passed shall be a non-debatable motion, and shall have precedence over any other motion except for a parliamentary inquiry, or a motion to adjourn. Should the "motion to close debate" pass by a majority vote, the presiding officer shall thereafter immediately call the question on the pending motion.

#### **RULE VII-4: Reconsideration (Same Meeting)**

Any Director that voted on the prevailing side on a motion on an agenda item may move to reconsider that item at the same meeting. If seconded by any other Director and passed by majority vote, the effect of the motion is to vacate the earlier motion such that a new motion may be debated. The Board should not reverse a decision where the audience that provided public input to the initial action has departed.

#### **RULE VII-5: Reconsideration (Subsequent Meeting)**

Any two Directors may request that an item resolved at an earlier meeting be added to the agenda of a subsequent meeting. The presiding officer may reject this request if no new information is presented to warrant further debate.

#### **RULE VII-6: Motion to Continue**

Any Director may move that an item be continued to a specific future Board meeting even if a main motion is pending consideration. If such a motion is seconded and passed, all consideration on that item is halted until the subsequent meeting.

#### **RULE VII-7: Motion to Table**

Any Director may move that an item be tabled for an indefinite time even if a main motion is pending consideration. If such a motion is seconded and passed, all consideration on that item is halted until the Director requests consideration on a subsequent agenda.

### **PART VIII - REMUNERATION**

#### **RULE VIII-1: Board Meeting Compensation**

Board Members compensation shall be established by a Board resolution, as governed by 32-1-902 (3), Colorado Revised Statutes. Staff will provide for payment of Board meeting attendance compensation on a monthly basis as a function of the Board meetings attended by each Board

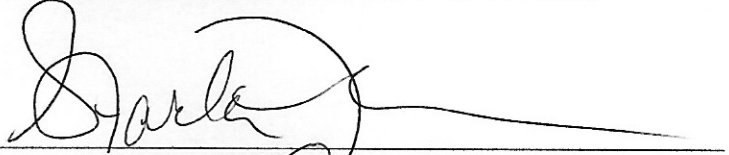
member. The District will not compensate Board members for ceremonial events such as annual festivals where no business is conducted, even if notice of such a meeting was posted.

**RULE VIII-2: Board Member Expenses**

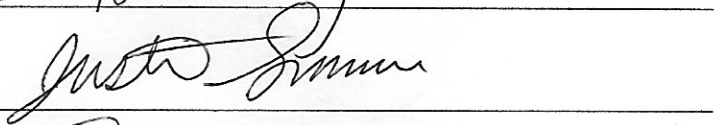
Board members that incur expenses for activities on behalf of the District at the request of the Board shall be reimbursed on the basis established under the District's Expenditure Control Guidelines.

Adopted this 25<sup>th</sup> day of January, 2023 by the Board of Directors for the Florissant Fire Protection District.

President, Starla Thompson



Vice President, Justin Snare



Secretary, Amanda Sutton

