

Board of Directors Powers and Duties

SW Lincoln County Water People's Utility District (SWLCWPUD)

Effective – 13 November 2013

THE BOARD OF DIRECTORS

SWLCWPUD is a domestic water supply Special District created under Oregon Revised Statute (ORS) 261 to provide drinking water within a defined territory. The statute establishes a five (5) person Board of Directors. Registered voters within each of the five subdivisions of SWLCWPUD elect a member from that subdivision to a four (4) year term.

Election dates of members are staggered to ensure Board continuity. SWLCWPUD Board of Directors, empowered by law, has authority to carry out those duties that will ensure current and future water needs of the community are served.

MEETINGS OF THE BOARD

The Board's regular business meeting is on the third Wednesday of each month at 10 AM in the SWLCWPUD office. Advance notice of all meetings is posted publicly and meetings are open to the public.

Should a special meeting be required on short notice, information will be publicly posted at the SWLCWPUD office.

As necessary, the Board may hold a special meeting 'exempt' from public attendance. The latter meeting must meet criteria established by law. Such meetings will be posted in advance at the SWLCWPUD office.

Board Members are expected to participate in all Board meetings and knowledgeably vote on SWLCWPUD matters falling within the Board's purview.

COMPENSATION TO BOARD MEMBERS

SWLCWPUD Board policy, under a Resolution passed on October 9, 2013, directs that members serve without compensation, excepting actual and reasonable traveling and other expenses necessarily incurred by a member in performing official duties. The latter expenses typically occur only as the result of the need to attend conferences and/or training that further the ability of a Board Member to perform Board duties.

ELECTION OF BOARD MEMBERS AND DUTIES OF BOARD OFFICERS

Board Members shall elect a Chair, a Treasurer, and a Secretary each time a new Board Member is elected, or as called for by a quorum of the Board. The Chair presides over Board meetings and sets the meeting agenda in cooperation with the District Manager. The Treasurer assures SWLCWPUD funds are used in accordance with legal and other applicable requirements and should be one of the co-signers on bank accounts and checks. The Secretary ensures legal requirements related to recording, amending, and maintaining meeting minutes are met.

POLICY, RULE AND REGULATION FORMULATION AND INTERPRETATION

The primary responsibility of the Board is to formulate SWLCWPUD policy, rules, and regulations. The Board votes on issues outside the realm of staff jurisdiction. The Board shall guarantee that SWLCWPUD complies with all applicable federal, state and local laws and ordinances, conduct

business only as a Board, and ensure that all records, minutes and notices are created, maintained and available to the public as required.

INDIVIDUAL BOARD MEMBER POWERS

A Board Member has no authority to act individually without delegation of authority by a quorum of the Board. No individual Board Member may speak for, or act on behalf of, the Board or SWLCWPUD, except as authorized by an official Board action as recorded in official minutes, guidelines, rules, or policies of SWLCWPUD.

BOARD CONTROL OF SWLCWPUD FUNDS

The Board shall ensure SWLCWPUD receives, records, and distributes funds in accordance with accepted accounting, purchasing and record-keeping standards. The Board shall assure that SWLCWPUD revenue covers costs of operations plus any debt service and needed reserves. The Board shall recognize its rights and powers are on behalf of others and exercise care and diligence. The Treasurer shall be the primary contact with SWLCWPUD for financial matters.

BOARD AND SWLCWPUD STAFF RELATIONSHIPS

The Board shall maintain oversight of general operations management. They shall set the remuneration rate(s) for all SWLCWPUD managerial staff, establish job descriptions for the District Manager and Administrative Assistant, and conduct an annual performance/compensation review for both.

Unless authorized by a Board quorum, an individual Board Member may not direct or order any staff Member on matters relating to daily operations or administrative activities. A Board Member may not order, direct or conduct any review of a non-managerial staff member.

ETHIC STANDARDS

SWLCWPUD Board Members shall adhere to the highest ethical standards when conducting SWLCWPUD business. See Appendix I.

BOARD MEMBER EDUCATION

To effectively carry out Board duties, each Member must be adequately knowledgeable of the current responsibilities and duties assigned to the Board under applicable law, rule and regulation. It is the duty and responsibility of each Board Member to attend applicable conferences, meetings and training activities as the Board may authorize.

APPENDIX 1

SWLCWPUD BOARD STANDARD OF ETHICS

Each Board member is considered a “public official” under Oregon Ethic Law (ORS 244). ORS 244.040 (1) (a) states that no public official shall use or attempt to use his/her official position or office to obtain financial gain or avoidance of financial detriment that would not otherwise be available but for the official position of office. In exemption, a Board member may receive a salary, honoraria, and expense reimbursement. The foregoing law also applies to close relatives and businesses with which the public official or relative of the public official is associated. A Board member may not receive a discount from a business for being a public official. Likewise, a Board Member may not receive a gift valued in excess of \$50 from any single source who could reasonably be known to have an interest in SWLCWPUD. Exceptions to the foregoing exist and guidance can be obtained from SWLCWPUD Legal Counsel.

BOARD CODE OF ETHICS

Understand a Board Member’s basic function is decision making, not administrative.

Discourage sub-committees that would dilute the Board’s decision-making responsibility.

Respect the rights of SWLCWPUD customers and others to be heard at public meetings.

Recognize that authority rests only with the Board in official meetings.

Recognize that a Board Member has no legal status to act for the Board outside of official meetings.

Refuse to participate in unrecorded unofficial Board meetings.

Refuse to make commitments for the Board on any matter that should properly come before the Board as a whole.

Recognize the District Manager and Administrative Assistant should have full administrative authority for fulfilling professional duties within the jurisdiction established by the Board.

Refer all complaints or problems to SWLCWPUD staff.

Present any personal criticisms of any SWLCWPUD operations directly to the appropriate staff person.

Recognize that Legal Counsel is available to the Board at its meetings to provide direction only on legal matters.

Ensure all SWLCWPUD Board and staff members conduct business on an ethical and above board basis.

Provide each SWLCWPUD staff member with respect and consideration.