

**NESKOWIN REGIONAL WATER DISTRICT
BOARD OF COMMISSIONERS' DUTIES and RESPONSIBILITIES OF OFFICERS**

BOARD OF COMMISSIONERS' DUTIES and RESPONSIBILITIES

- Neskowin Regional Water District (NRWD) Board members are elected for four-year terms in compliance with Oregon Revised Statute (ORS) 255 (Special District Elections), or may be appointed by the Board to fill a vacancy until the next election.
- Board members have a duty to comply with the Oregon Ethics laws (ORS 244) as well as ORS 192 (Records: Public Reports and Meetings), which governs public records and public meetings.
- Each board member should be provided with a copy of the Oregon Government Ethics Commissions *Guide for Public Officials*.
- The NRWD has such powers as those outlined in the February 16, 1977 Tillamook County ordinance which established the District, as well as those powers authorized for special districts and specifically water districts in ORS 198 (Special Districts). The responsibilities associated with those powers are overseen by the Board of Directors - especially with regard to policy and fiscal management - and implemented by District staff. Board members provide fiscal and operational oversight and guidance.
- 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.
- 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 General 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.
- The president shall preside at board meetings. In the president's absence, the secretary shall preside. If both the president and secretary 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 president or other presiding officer at the meeting may be overridden by a majority vote of the board.
- Board members are expected to attend all meetings, unless excused. Excused absences are those absences by a Board member acknowledged through contact with the Board President or District staff prior to the scheduled meeting at which the Board member will be absent. Every effort will be made to accommodate each member's schedule. An unexcused absence at three consecutive meetings will be considered cause for the full Board to ask that member to reconsider their service.
- 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.
- Annual responsibilities of the Board include, but are not limited to, the following:
 - Appoint officers at the first meeting of each fiscal year;
 - Review personnel policies;
 - Review the Emergency Response Plan;

- Evaluate the General Manager’s performance;
 - Select an auditor; review and approve audits; and
 - Adopt an annual budget by appointing a budget officer and a budget committee; working with the General Manager and the budget committee to develop a budget; holding a public hearing for the budget; and adopting a final budget.
- On an as-needed basis, Board members are also responsible for the following:
 - Hire a General Manager;
 - Update the Master Plan;
 - Review of the District’s Water Management Conservation Plan;
 - Review the District’s Agent of Record every three years;
 - Provide oversight and guidance for Capital Improvements;
 - Attend Board training approved by the Special Districts Association of Oregon; and
 - Others as appropriate.

RESPONSIBILITIES OF OFFICERS

The duties of the President include:

- Setting agendas for and chairing the meetings of the Board of Commissioners;
- Interfacing with the General Manager as needed;
- Providing input to the annual Water Quality report; and
- Signing final copies of the Board’s meeting minutes and Resolutions.

The duties of the Secretary include:

- Chairing the meetings of the Board in the President’s absence;
- Attesting to Oaths of Office; and
- Signing final copies of the Board’s meeting minutes and Resolutions.

The duties of the Treasurer include:

- Reconciling approved checks with the checkbook;
- Reviewing bills as paid; and
- Chairing the meetings of the Board in the President’s and Secretary’s absence.

The attachment “Governance Responsibilities” is provided as a guideline for meeting the Board’s duties and responsibilities.

Governance Responsibilities

Communications

- Develop regular channels of communication with board members and staff.
- 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 board 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.

Policies, Objectives, 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 manager should have full administrative authority for properly discharging the duties of 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 pass on 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 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 the district president and other officers.
- Hire the district manager.
- Define the duties and responsibilities for the president, district manager, officers, and major committee chairpersons.
- Select legal counsel and consultants for the board.
- Approve contracts for professional services required by and for the board.
- Authorize officers or 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 manager annually.
- Approve the form and amount of reimbursement for board members.
- Approve programs for management development.
- 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 considerations.

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.
- 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 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 a whole.
- Recognize that an individual board member has no legal status to act for 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 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.