
**MERLIN/NORTH VALLEY SANITARY DISTRICT
MEMBERSHIP ON THE BOARD OF DIRECTORS POLICY**

Positions and Terms

- The board of directors of the district shall consist of three members serving four year staggered terms. No person shall be eligible to be a board member who is not at the time of election or appointment a resident or property owner in the district.
- All board members shall serve at large.

Election of Board Members

The election of board members shall be conducted as provided by the district's adopted policy regarding elections and ORS Chapter 255.

Qualifications

No person elected or appointed to the board shall be sworn in unless such person meets the qualifications for office set forth in the district's organic act. If questions exist regarding the eligibility of any candidate, the board shall obtain an opinion from legal counsel prior to swearing in such person.

Oath of Office

Each newly elected or appointed board member shall take an oath of office at a board meeting prior to assuming the duties of the position.

Term of Office – Starting Date

Except where the board or the Josephine County Commissioners is filling a vacancy on the board, terms of office shall start on July 1..

Vacancies

Vacancies on the board shall be filled by appointment by a majority of the remaining members of the board. If a majority of the membership of the board is vacant, or if a majority cannot agree, the vacancies shall be filled promptly by the County Commission of Josephine_ County. The period of service of a person appointed to fill a vacancy shall expire on the June 30 after the next regular district election at which a successor is elected. The successor shall be elected to serve the remainder, if any, of the term of the position for which the appointment was made. If the term for which the appointment was made expires June 30 after election of the successor, the successor shall be elected to a full term. In either case, the successor shall take office July 1 next following his or her election.

**MERLIN/NORTH VALLEY SANITARY DISTRICT
POWERS AND DUTIES OF THE BOARD 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.

Formulation and Interpretation of District Policy

The most important activity of the board is the formulation and interpretation of district policies. The board shall establish policy, reserving to itself all authority and responsibility not expressly assigned to other district officers and personnel.

Board Members Authorized By Official Board Action Only

No individual board member may speak for or act 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.

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.

BOARD MEMBER 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 clients, 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.
- Make use of educational sessions, workshops, and seminars to gain a further understanding of issues.
- 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.
- A board member'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.
- 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.
- 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.

- 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.
- Give the district manager the respect and consideration due dedicated people in their community service role.

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.
- Appoint and compensate outside auditors and legal counsel.
- Approve contracts for professional services required by and for 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, 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.

BOARD MEMBER ORIENTATION POLICY

Cooperation with Board Candidates

The board, through its staff, shall cooperate impartially with candidates for the board and provide them with information about board policies, administrative regulations, and other aspects of the operation of the district.

Orienting New Board Members

The board and its staff shall assist each new member-elect and appointee to understand the board's functions, policies, and procedures before he/she takes office. The following methods shall be employed:

- New members shall be invited to attend and participate in public board meetings prior to being sworn in.
- The district manager shall provide material pertinent to district meetings and respond to questions regarding such material.
- New members shall be invited to meet with the district manager and other district personnel to discuss the services each performs for the district.
- The district manager shall give each new board member:
 - An updated copy of the district's policies and procedures.
 - A copy of the Attorney General's "Public Records and Meetings Manual."
 - Copies of the minutes of all board meetings, except for executive sessions, for the preceding twelve (12) months.
 - Copies of the district's last five (5) budgets.
 - Copies of the district's insurance policies.
 - Copies of all such documents as the attorney[s] for the district may recommend with respect to any pending claims or lawsuits.
 - A list of all district personnel by position.
 - Such other materials as the board may direct or the district manager deems appropriate.

REIMBURSEMENT OF BOARD MEMBER EXPENSES POLICY

Board Member Compensation and Reimbursement

Pursuant to ORS 198.190, board members may receive daily compensation not to exceed \$50.00 for their services on the board. Such compensation shall be set by majority vote of the board. Board members shall also be reimbursed for their actual and reasonable travel and other expenses incurred in the performance of official district duties.

Reimbursement Documentation

Board members incurring reimbursable expenses shall submit proper documentation of such expenses to the district manager or such other designee for reimbursement by the district.

BOARD OFFICER DUTIES POLICY

Duties of the Board Chair

- The Chair of the board shall preside at meetings of the board of directors. The Chair shall perform all of the duties prescribed by the Oregon Revised Statutes.
- The Chair shall consult with the clerk of the board regarding the preparation of each board meeting agenda.
- The Chair shall have the same right as other members of the board to discuss and to vote on questions before the board.
- The Chair may call special meetings of the board as described by the Oregon Public Meetings Law.
- The Chair of the board shall sign official district documents on behalf of the board when authorized to do so by a majority of the board.

Duties of the Vice-Chair

In the Chair's absence, or during any disability of the Chair, the Vice-chair shall have the powers and duties of the Chair of the board as prescribed by district policy. The vice-chair shall have such other powers and duties as a majority of the board may from time to time determine.

Duties of the Secretary-Treasurer

- The secretary-treasurer of the board shall cause accurate minutes of each board meeting to be taken, transcribed, and distributed to each board member in a timely manner for review prior to approval. The secretary-treasurer shall maintain properly authenticated official minutes in chronological order. Any of the foregoing responsibilities may be delegated to staff members under the supervision of the secretary-treasurer.
- The secretary-treasurer of the board shall assure that accurate accounting and financial records are maintained by the district.
- The secretary-treasurer shall annually review the district's financial audit with district personnel prior to submitting the audit to the balance of the board. The secretary-treasurer shall send copies of the audit to state or local agencies requiring its submission.

Duties of the Clerk

The clerk of the board shall be the district manger or such other person as may be designated by the board. The duties of the clerk of the board are:

- Respond directly to routine correspondence.
- Handle correspondence of special interest to the board as follows:
 - Draft replies in advance, when possible, for board consideration.
 - Seek instruction for reply when necessary.
 - Prepare correspondence as the board directs.
- Prepare for board meetings.
 - Prepare the agenda with the advice of the Chair.
 - Maintain a calendar for the board's unfinished business.
 - Call to the board's attention legal requirements and those matters for which the district is responsible.
 - Draft policy motions at the request of any board member.
- Board meeting duties:
 - Attend all board meetings or designate an alternate.
 - Make physical arrangements for board meetings.
 - Provide notice of board meetings in accordance with the Public Meetings Law.
- Maintain and update the district's policy and procedure manual.

OATH OF OFFICE

I, (insert name of board member), do solemnly swear, that I will support the Constitution of the United States, the Constitution of the State of Oregon, the laws thereof, and the policies of the Merlin/North Valley Sanitary district, and that I will faithfully discharge the duties of Director according to the best of my ability, so help me God.

_____ Board Member

Attest:

_____ Board Secretary

Attest: