

**EAST MULTNOMAH
SOIL AND WATER CONSERVATION DISTRICT
RESPONSIBILITIES OF THE BOARD**

Time Required

A Directors' term of office is four years. Directors are expected to attend 12 regularly scheduled Board meetings per year as well as committee meetings, several meetings related to budget development, the annual meeting and other special meetings. Altogether there is an average of 20 meetings per year. Most meetings are three hours or less, although some special meetings may require a full day or more. An average of one training or out-of-town event per year should also be expected.

Board Functioning

1. Follow approved EMSWCD rules for conducting meetings.
2. The integrity and proper functioning of the Board is critically important. If there is a process problem such as people not listening to each other, not respecting established roles, ambushing each other in meetings etc. stop the meeting and calmly address the problem. If necessary, schedule a time to discuss the process issue in more depth, bring in outside help if needed but do not allow the situation to continue.
3. Respect the group's time. Be on time, follow the agenda and stay focused.
4. Read meeting materials in advance of the meeting, ask clarifying questions of staff.
5. Select Board officers and committees; define their authorities and responsibilities; respect those roles.
6. Have a good working understanding of the District's history, existing programs, ongoing work, legal authorities, and institutional relationships.
7. Understand that 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.
8. Keep the interest of the resources and the public foremost.
9. Recruit and orient new prospective Directors and Associate Directors.
10. Attend training to gain a deeper understanding of issues and develop skills to be effective Directors.
11. Periodically assess the effectiveness of the Board's operations.

Communications

1. Communicate in a professional manner that reflects well on the District.
2. Identify local conservation needs and initiate, support and evaluate programs ability to meet them.
3. Invite customers, volunteers, partner agencies, and groups to Board and committee meetings to explore issues and seek solutions.
4. Distribute an annual report as required by law.
5. Conduct an annual meeting as required by law.
6. Read the "Friday report" and other communications from the District Manager to stay abreast of events between meetings.

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7. Keep the public, landowners, other constituencies, county commissioners, legislators, agencies, organizations, funders, and the media informed of District programs, services, achievements, and needs.
8. Be clear when you are speaking for the District and when you are not.
9. If speaking for the District, be sure you are representing accepted policy or the position of the Board as a whole.
10. When communicating with the press, ensure that the entire Board and the District Manager are aware of what you are communicating. It may be desirable in the case of controversial issues to follow a set of “talking points” agreed to by the entire Board. Staff can assist in this area.
11. Protect the confidentiality of communications from our attorney, executive session discussions and other sensitive information.
12. All District-related records including emails on your home computer are public records and are subject to retention requirements and disclosure. To assist with public records retention, copy all District-related emails to pubrec@emswcd.org or other address identified by the District Manager for this purpose. It is also strongly recommended that Directors maintain a separate email account for District-related communications.

Finances

1. Approve the annual budget, appropriate funds, certify the tax, and adjust the budget as needed.
2. Set policies to ensure fiscal accountability and integrity are maintained
3. Ensure that fiscal policies are followed and proper controls maintained
4. Regularly review the financial status of the District.
5. Arrange for an annual audit. Include an annual financial statement in the annual report.

Management

1. Ensure the District is in compliance with all federal, state, and local laws and consistent with the policies of the Oregon Department of Agriculture, Natural Resources Division.
2. Approve policies needed to govern the operations of the District.
3. Authorize (via policy or action of the Board) officers, staff or other agents to approve contracts, sign written instruments, and take other actions on behalf of the District.
4. Recruit, train, and supervise District Manager.
5. Clearly define the responsibilities and authorities of the District Manager to properly manage the District within Board-approved policies.
6. Ensure that employee issues go through proper channels. Personnel matters may be directed to the District Manager, the Chair or the Personnel Committee as appropriate. Consult the District’s Personnel policies for more information.

Plans and Implementation

1. Approve the annual work plan.
2. Approve the strategic plan and review or update it periodically.
3. Approve and monitor major District programs and projects.
4. Periodically assess progress toward accomplishing the mission, annual work plan, and long-range plan.

Officers - Roles and Responsibilities:

Duties of the Chair

1. The Chair of the Board shall preside at meetings of the Board of Directors and shall perform all of the duties prescribed by the Oregon Revised Statutes.
2. The Chair shall maintain order in meetings and ensure that meetings are effective and conducted in accordance with Oregon Public Meetings Law.
 - a. The Chair may limit discussion input from disruptive individuals. It is the responsibility of the Chair to maintain order and ensure effective meetings.
3. The Chair shall consult with the District Manager regarding the preparation of each board meeting agenda.
4. The Chair shall have the same right as other members of the Board to discuss and to vote on questions before the Board.
6. The Chair may call Special Meetings and Executive Sessions of the Board as described by Oregon Public Meeting Law.

Duties of the Vice-Chair

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

Duties of the Secretary

The Secretary 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 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.

Duties of the Treasurer

1. The Treasurer of the Board shall assure that accurate accounting and financial records are maintained by the District.
2. The Treasurer shall annually review the District's financial audit with District personnel prior to submitting the audit to the balance of the Board. Treasurer shall ensure that copies of the audit are sent to state or local agencies requiring its submission.
3. The Treasurer shall act as Presiding Officer of the District's Budget Committee and ensure that the District meets its obligations relative to local budget law.

Policies and Procedures

Agenda development: Agendas for regular meetings are developed by the District Manager with input from Board and staff, then reviewed and revised by the Chair. Agendas and accompanying materials are sent electronically to all Directors at least four days prior to each meeting. Written materials may be mailed on request. Revisions to the agenda can also be made in the meeting at the Chair's discretion.

Agenda and related materials availability: A draft agenda, draft resolutions and background documents will be made available electronically and, on request, in writing by mail no later than four days prior to each meeting. If the materials are extensive, materials will be made available earlier.

Complaint procedures: Complaints regarding staff or volunteers should be directed to the District Manager, complaints regarding the District Manager or Directors should be directed to the Chair or the Personnel Committee as appropriate. The Chair may then call an executive session if warranted.

Conflict of interest: In accordance with Oregon law, if a Director has a potential conflict of interest (could result in a pecuniary benefit) in a matter before the Board, they must disclose that potential conflict immediately. If a Director has an actual conflict of interest (will result in a pecuniary benefit) in a matter before the Board they must declare that conflict before acting and recuse themselves from discussion and voting in the matter. Benefit could be to Director, relative of Director, or business with which Director or relative is associated. Districts are in the "public trust business" so perception is important; if the public perceives a conflict of interest, the board decision could be tainted or not respected. Please see Special Districts Association of Oregon's (SDAO) elected officials guide for more information.

Directors as staff: EMSWCD Directors may not serve as EMSWCD District staff. They may serve as volunteers, but must defer to staff in such situations as would any other volunteer. Staff may not serve as Directors.

Expectations for conduct: Directors are expected to serve the public and the resources of the District to the best of their ability. Respectful, constructive and courteous conduct is expected in meetings and when representing the District. Frank discussion and critical questions are encouraged, but disruptive or destructive behavior will not be tolerated. Directors who disrupt District work or whose behavior reflects negatively on the District or the mission may be prevented from communicating with the press, staff or partners on behalf of the District. The Chair may limit discussion input from disruptive individuals. It is the responsibility of the Chair to maintain order and ensure effective meetings.

Director compensation: Directors may request up to \$50 in compensation for each day or portion of a day spent on District business. Requests are made in writing using the prescribed form, submitted to and approved by the District Manager who shall report all requests to the Board at the next regular meeting.

Expense reimbursement: Directors and Associate Directors may be reimbursed for reasonable expenses incurred in course of representing the district at meetings or attending relevant trainings. These expenses must be within the amount budgeted for such items. Costs in excess of \$500 per

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event must be approved by the Board. The District will not reimburse for the cost of guests accompanying a Director to an event, nor for the cost of alcoholic beverages.

Exit interviews: Exit interviews can be valuable and may be conducted by the Personnel Committee for staff leaving the services of EMSWCD. Exit interviews should be conducted by the Chair for all outgoing Directors as feasible.

Insurance and liability: Directors acting within the “scope and power” of their legal responsibilities as Directors are protected by both the District’s liability and crime protection policies and by the Oregon Tort Claims Act. Directors are not protected from personal liability for actions taken that are outside their authority, including any willful misconduct or criminal act. The District, however, is covered against such acts. A personal liability “umbrella” policy is recommended but not required.

Minutes: Minutes will be kept for all meetings including emergency, committee and executive sessions. Minutes will be reviewed for accuracy and completeness at the following meeting, amended as needed, approved by the Board then signed by the Secretary. Barring quorum difficulties or other extenuating circumstances, approved regular meeting minutes will be made available to the public within 45 days. Executive session minutes may be exempt from disclosure as described in Oregon Public Records Law.

Oaths of office: An oath of office will be taken by each Director and Associate Director at or immediately following the meeting at which they are appointed or when their elected term begins. A signed oath will be kept on file and a copy sent to ODA.

Political activities: District staff, resources, webpage etc. may not be used for political activities. District staff can provide information and answer questions regarding election procedures but must do so equally for all requestors and may not perform any other tasks related to the election process. District staff must remain neutral in political matters. Please also see SDAO’s elected officials guide.

Recruitment: It is the responsibility of all Directors to recruit potential Directors and Associate Directors. The Board will consider constituent representation, desirable personal qualities and skill sets desired and will endeavor to recruit in pursuit of these assets. In communicating with potential Directors or Associate Directors, care will be taken to not promise appointment to anyone. Candidate selection is a process for the entire Board and will be a deliberate, strategic decision.

EMSWCD RULES FOR CONDUCTING MEETINGS, revised by the Board and approved 12/19/08

These rules are intended as guidelines to promote organized, productive meetings of the District's board of directors. Failure to strictly comply with these rules shall not invalidate or nullify any board action.

The following operational rules will be used when conducting meetings to make decisions in an orderly, business-like manner.

1. All meetings shall adhere to the Oregon Public Meetings laws.
2. Motions will be handled according to the provisions on pages 7-11.
3. The agenda and time limits for each agenda item shall be followed as closely as possible. At the time stated for making such requests, members of the public or of the board may request that an item be added to the printed agenda. The board may then vote on whether to amend the agenda.
4. The chair has inherent authority to control and preside over the meeting. The chair may interrupt a director or speaker when necessary to move the agenda forward or to enforce established meeting rules.
5. All business requiring board action shall require a motion by a director; a second by another director; and approval by a majority of the directors unless unanimous approval is required by law or other applicable rule. The chair may make and second motions, discuss motions, and vote.
6. Discussion shall be limited to the subject matter being discussed. The chair is responsible for keeping the discussion to the issue at hand.
7. No director shall introduce a matter, make a motion, or address a motion, without first being recognized by the chair. The chair must recognize any director who is entitled to speak and requests to do so.
8. A director may give a brief explanation of a subject before making a motion for the board's consideration. Informal discussion may take place in order to properly frame the motion and to ensure all directors understand the motion before discussion begins. No debate on the matter will be allowed until a motion has been made.
9. The director making the motion has the right to speak first during the discussion. No director shall begin speaking while another director is speaking.
10. The chair may ask a director to cease speaking if his or her comments are repetitive of remarks previously stated. The chair may limit the number of times each director may speak to the same motion at the same meeting. No director may speak to a motion a second time until every director who desires to speak on the motion has had an opportunity to do so.
11. Once recognized by the chair, each speaker shall limit his or her remarks to three (3) minutes, unless the majority of the directors agree to a longer or shorter time period in specific instances.

12. Debate shall be limited to the merits of the discussion. Courtesy and respect for others are required at all times. Every director is responsible for acting in a professional manner. Personal attacks or other disrespectful or disruptive behavior will not be tolerated.
13. The chair has the responsibility and authority to ask any person who fails to comply with board-approved rules of conduct, violates state or local laws, or who causes a disturbance to leave the meeting. Upon failure to do so, the person becomes a trespasser and may be arrested.

MOTIONS

The word “motion” refers to a formal proposal by a director during an official meeting asking the district to take a certain action. The following are the available types of motions.

MAIN MOTIONS

The purpose of a main motion is to bring a particular subject before the district board for consideration and action. Rules applying to main motions are as follows:

1. It can be made only when no other motion is pending.
2. It must be capable of standing by itself and shall not affect any other motion.
3. It requires a second, can be debated, amended, or reconsidered.
4. It requires only a majority vote, except when a super-majority of 4 Directors or unanimous vote is required by rule or by law.

ANCILLARY MOTIONS

Some motions are administrative in nature and affect the disposition of main motions. Ancillary motions must be decided before a final decision on the main motion. Most require only a majority vote. Typical ancillary motions including the following:

1. **Amending** the motion changes or modifies the main motion. If the meaning of the main motion is substantively changed, the original main motion should be withdrawn and a new main motion made.
2. **Referring** the motion sends the matter to a committee or another group for additional study.
3. **Postponing** the motion sets a definite time later in a meeting or at another meeting when the motion must be voted on.
4. **Limiting or extending the time for debate** changes the amount of debate allowed on a motion, such as:
 - The number of minutes each person can speak
 - The number of times each person can speak
 - The number of speeches pro and con
 - Establishing a specific time when debate must cease.

[Requires approval by a super-majority of four (4) directors]

5. **Calling for the previous question** stops debate or other actions (such as amendments) of a pending motion so it will be voted on immediately.

[Requires approval by a super-majority of four (4) directors]

NOTE: “**Calling the question**” is not the same; it indicates only that a director is ready to vote, but it does not stop debate if any director wishes to continue the discussion on the motion and is within the rules.

6. **Tabling** a motion suspends discussion temporarily without setting a time for resuming consideration on the motion. The motion can be taken up again whenever a majority so decides. But if the motion is not “taken off the table” by the end of the next regular monthly meeting, the motion dies. When a motion is tabled, all other motions attached to it, such as amendments, go with it.

PRIVILEGED MOTIONS

The following motions deal with special matters of immediate or overriding importance that should be allowed to interrupt anything else. They relate to the rights of the District as a whole or the rights of each director. No debate is allowed on these motions, which must be dealt with as they are introduced.

1. A **call for the orders of the day** forces a meeting to follow the agenda if items are being considered out of order, or to bring up a matter that has been set for the current time and is now in order. **[No second is required for this motion. A super-majority vote of four (4) directors is required to set the agenda aside.]**
2. **Raising a question of privilege** gets the immediate attention of the chair to ask a question or otherwise attend to a matter that cannot wait. It relates to the rights and privileges of the directors on such matters as comfort (noise, temperature), conduct of members, conduct of visitors, discussion of matters that should be handled in executive session, etc. **[No second is required. This motion is usually decided informally without a vote.]**
3. **Moving for a recess** requests a short intermission in the meeting for a specified length of time.
4. **Moving to adjourn** seeks to close the meeting entirely, even while business is pending, provided that the time for the next meeting has been set. Unfinished business is carried over to the next meeting.
6. **Calling for a special meeting** requests the board to set a date, hour, and place for another meeting before the next regular monthly meeting. This can be done while business is pending, but before adjourning the meeting. [Special meetings also may be called by the board chair when necessary between meetings.]

INCIDENTAL MOTIONS

These actions may be taken at any time, and disposed of before continuing the pending business. They are not debated or amended.

1. **Moving for a point of order** asserts that a rule is being violated and requests the chair to enforce the rule. The chair is required to make a ruling on the question involved.
2. A **motion to appeal** objects to a ruling by the chair. Any two directors who object to a ruling of the chair may appeal the ruling and bring the matter to a vote requiring a majority.
3. A **motion to suspend the rules** allows the directors to act on business or in a matter prohibited by district or board rules, but not in conflict with statutory requirements such as the Public Meetings Laws. **[This motion requires a super-majority vote of four (4) directors.]**
4. **Moving to withdraw a motion** prevents the motion from being voted on. Before the chair has stated a motion, its maker can withdraw or modify it. After the chair has stated the motion, withdrawing or modifying it requires majority approval of the directors.

MOTIONS FOR RECONSIDERATION OF EARLIER BUSINESS

1. **Moving to take a motion from the table** requests the board to resume consideration of a main motion tabled earlier in the current meeting or in the previous meeting.
2. A **motion to rescind** seeks to strike out an entire main motion, resolution, rule, or decision that has been adopted. **[A majority vote with notice; super-majority vote of four (4) directors without notice.]**
3. A **motion for reconsideration** brings up an adopted motion again during the same meeting, if new information or a changed situation makes it likely that a different result might occur.

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<i>Motion to...</i>	<i>Second Required</i>	<i>Can be Discussed</i>	<i>Can be Amended</i>	<i>Can be Reconsidered</i>	<i>Number Directors for Acceptance</i>	<i>Out of Order When Other Business</i>
Adjourn	Yes	No	No	No	3	No
Amend	Yes	Yes	Yes	Yes	3	Yes
Appeal	Yes	Yes	No	Yes	3	Yes
Call for a Special Meeting	Yes	No	Yes	Yes	3	No
Call for the Orders of the Day	No	No	No	On call or 5 votes	4	Yes
Limit / Extend Time for Debate	Yes	No	Yes	Yes	4	Yes
Main Motion	Yes	Yes	Yes	Yes	3	Yes
Move for a Vote	Yes	No	No	Yes	4	Yes
Point of Order	No	No	No	Chair rules or 4 votes	No	Yes
Postpone to a Certain Time	Yes	Yes	Yes	Yes	3	Yes
Raise a Question of Privilege	No	No	No	No	Chair Rules	Yes
Recess	Yes	No	Yes	No	3	Yes
Reconsider	Yes	Yes	No	No	3	Yes
Rescind	Yes	Yes	Yes	Only no vote	3, if notice 4, if no notice	No
Refer	Yes	Yes	Yes	Yes	3	Yes
Suspend the Rules	Yes	No	No	No	4	No
Table a Motion	Yes	No	No	No	4	No
Take off the Table	Yes	No	No	No	3	No
Withdraw a Motion	By maker	No	No	Only no vote	3	Yes
Make a Nomination	No	Yes	No	No	3	No
Close Nominations	Yes	No	Yes	No	4	No
Reopen Nominations	Yes	No	Yes	Only no vote	3	No

HANDLING A MOTION

Six steps are followed to handle a motion: three to bring the motion before the board and three to take action on the motion.

1. A director makes a main motion.

A simple motion is introduced by “I move that...” For a very important, complex, and formal question, a resolution may be desirable: “I move the adoption of the following resolution: “Resolved, That...”

Long or complex motions should be offered in writing.

Usually discussion is permitted only with reference to a pending motion. However, a motion can be prefaced by a few words of explanation, if it does not become a speech or argument for adopting the motion. A director may ask for assistance in wording the motion. Discussion of an issue before offering a motion requires permission of the board.

2. The motion is seconded.

Another director who wishes the motion to be considered seconds it, without obtaining the floor. A second merely implies the Director seconding agrees the motion should come before the meeting and not that he/she necessarily favors the motion.

If no second is heard, the chair makes sure all have heard the motion by asking, “Is there a second to the motion?” If no second is given, the matter is dropped, and the board proceeds to the next item of business.

A motion made by a committee of the board requires no second, since more than one person has already recommended the motion.

The purpose of a second is to prevent time being used on a motion only one person wants to see introduced.

3. The chair states the motion.

The motion becomes open for debate only after being stated by the chair: He or she may repeat the motion, “It has been moved and seconded that ...” and then asks, “Is there any discussion?”

The chair may rule the motion out of order or may request clarification of the wording of the motion. If the chair rules the motion out of order, his/her decision is subject to appeal.

If the wording of the motion is not clear, the chair must ensure the motion is put in suitable form before stating the motion and opening it up for discussion.

The maker of the motion may withdraw or modify the motion before it is stated. Any director may request the maker of the motion to modify the motion before it is stated. The maker must state acceptance or rejection of the modification. If modified, the person seconding the motion may withdraw the second. Modifications should be generally acceptable to the board and not bring about separate debate as in amendments.

Any director without being recognized may suggest certain facts, if he or she believes they would lead to the maker withdrawing the motion. Brief, informal discussion of a motion before it is stated may lead to a clearer and more productive debate.

4. The directors debate the motion.

See “EMSWCD Rules for Conducting Meetings” pages 6-7.

5. The chair puts the motion to a vote.

When debate appears to have closed, the chair puts the motion to a vote. The chair should make sure every director understands the motion and the effects of a “yes” vote and of a “no” vote.

The usual methods of voting are by voice or show of hands. Motions requiring a two-thirds majority are usually taken by show of hands.

6. The chair announces the voting result.

A director can change his/her vote until the final result is announced.

The announcement should contain (a) report of the vote); (b) declare the motion as passed or defeated; (c) and state the effect of the vote.

Before the vote is announced, any director may require the vote be retaken (e.g., by standing or a show of hands when a voice vote was taken) and a count made if requested.

The meeting minutes are required to reflect how each board member voted. Stating that a motion “passed unanimously” is sufficient if all board members present approve the motion.

See also:

EMSWCD Overview and Background

EMSWCD Associate Director Guidelines

EMSWCD Safety Policy

EMSWCD Personnel Policy

EMSWCD Fiscal Policy and Procedures Manual

EMSWCD Public Records Policy

EMSWCD Public Contracting Rules and Procedures

OACD Guidebook

Guide for Public Officials (SDAO publication)

Public Meeting and Public Records Manual (AG publication)

Oregon SWCD Laws (ODA publication)