

BOARD DUTIES AND RESPONSIBILITIES POLICY MANUAL

Wasco County Soil and Water Conservation District



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SECTION 1: OVERVIEW

The policies compiled in this guidebook represent the board member duties and responsibilities of Wasco County Soil and Water Conservation District. Board members' signature on the Acknowledgment and Agreement to Comply page (last page of this manual) constitutes board members' agreement to comply with the board policies and guidelines stated herein.

SECTION 2: THE BOARD

2.1 Members of the Board

The board of Wasco County Soil and Water Conservation District shall be comprised of seven board members, who are duly elected public officials serving a term of four years. Each board member is charged with serving the best interests of the district and will exercise and carry out the powers and authority granted by the Oregon Revised Statutes, including ORS Chapter 198 (Special Districts Generally), and those statutes outlined in the Principal Act for Soil and Water Conservation ORS Chapter 568. Each board member shall serve an equal role on the board, and the board shall operate as a whole. Board members have no individual authority except that expressly delegated by the board.

2.2 Oath of Office

Before assuming office, each director must take the oath of office required by Article XV, Section 3 of the Oregon Constitution. Directors may not perform any official duties until the oath has been taken.

The oath may be administered by any official authorized under ORS 44.320, including:

- a notary public
- a county clerk or deputy
- a judge or justice of the peace
- any officer of the District acting in their official capacity, such as:
 - the Board Chair
 - the Vice-Chair
 - the Secretary-Treasurer
 - the District Manager when serving as Clerk
 - another board member designated for this purpose

Examples:

- If the Board Chair is being sworn in, the Vice-Chair, Secretary-Treasurer, Clerk (District Manager), or another designated board member may administer the oath.

- If multiple directors are being sworn in at the same meeting, any authorized officer listed above may administer all oaths.

The oath must be signed by both the director taking the oath and the authorized official administering it. The signed oath is retained in District records, and an electronic copy must be submitted to the ODA SWCD Program Grants Administrative Officer.

The constitutional oath is as follows:

“I, [NAME], do solemnly swear (or affirm) that I will support the Constitution of the United States and the Constitution of the State of Oregon, and that I will faithfully discharge the duties of the office of Director of the Wasco County Soil and Water Conservation District according to the best of my ability.”

For consistency, the Board may designate one or more individuals (e.g., Board Chair, Vice-Chair, or District Manager acting as Clerk) to serve as the authorized signatory for administering oaths of office.

2.3 Board Officers

The board shall elect officers annually, generally at the first meeting of each calendar year, in accordance with ORS Chapter 568. These shall include Chair, Vice-Chair, Secretary-Treasurer and Clerk. Officers have the general powers and duties outlined below:

Chair – The Chair of the Board presides at board meetings and performs the duties assigned under Oregon law and District policy. The Chair is responsible for conducting meetings, preserving order, and enforcing the rules of the Board. The Chair may call special meetings in accordance with Oregon Public Meetings Law and may sign official District documents when authorized by a majority of the Board. The Chair has the same right as other Board members to make motions, second motions, participate in debate, and vote.

The Chair may delegate certain administrative duties to the District Manager when serving as Clerk, including preparation of meeting agendas, routine coordination with legal counsel, and other clerical or procedural tasks. When delegated, the District Manager carries out these functions on behalf of the Chair and the Board.

Examples:

- The District Manager (as Clerk) prepares the draft agenda and consults with the Chair for final approval.
- If the District’s attorney needs routine information or coordination, the District Manager may serve as the primary point of contact unless the Board directs otherwise.

Vice-Chair – In the Chair’s absence, or during any period when the Chair is unable to perform their duties, the Vice-Chair shall act as Chair pro tempore and exercise the powers and

responsibilities of the Chair as provided in District policy. When serving in this role, the Vice-Chair presides at meetings, maintains order, and carries out any actions required of the Chair.

Secretary-Treasurer – As required by ORS 568.560(4), the Board shall designate one director to serve as Secretary-Treasurer. This officer provides general oversight of District records and finances, while day-to-day administrative, clerical, and compliance duties are carried out by District staff under the direction of the District Manager.

Preparation, transcription, and maintenance of meeting minutes are performed by staff. The Secretary-Treasurer ensures that the Board receives accurate and timely minutes and may be asked to sign approved minutes, resolutions, budget documents, or other official records. The Secretary-Treasurer may also record minutes during executive sessions when staff are not present.

Financial management, accounting, budget preparation, audit coordination, and Local Budget Law compliance are performed by staff. The Secretary-Treasurer reviews financial reports presented by staff, participates in the annual audit presentation, and provides financial updates to the Board as appropriate. The role is one of oversight rather than direct administrative execution.

In the absence of the Chair and Vice-Chair, the Secretary-Treasurer may act as Chair pro tempore.

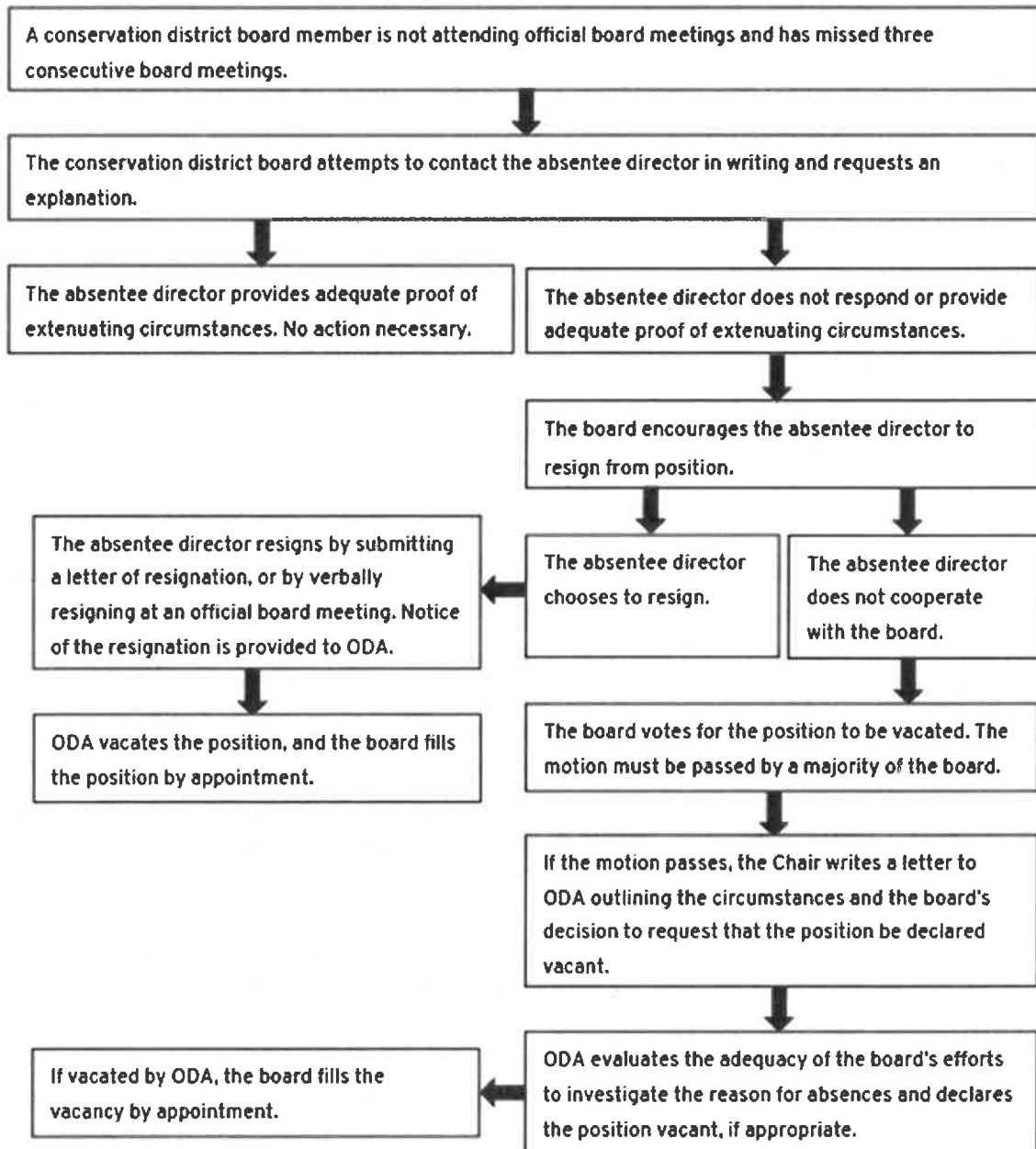
Clerk – The board may appoint a clerk, such as the District Manager or other individual designated by the board. The clerk will respond directly to routine correspondence and handle other correspondence of interest to the board as directed (this may include drafting correspondence or replies for board review). The clerk may be charged with preparing the board meeting agenda and drafting policy motions and maintaining and updating the district's policy and procedure manual. He or she should attend all board meetings and may be charged with providing meeting notice and making physical meeting arrangements according to Public Meetings law. The clerk maintains and updates the District's Policy and Procedure Manual.

2.4 Vacancies

As provided by ORS 198.320, if a board member should resign from the board before his or her term is up, the vacancy shall be filled by appointment decided by majority vote of the board. If the board cannot agree on an appointment, or there is not a quorum available to do so, the Oregon Department of Agriculture (ODA) will appoint a replacement. The appointed replacement shall serve until December 31 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 December 31 after the election of the successor, the successor shall be elected to a full term. In either case, the successor shall take office January 1 following his or her election. ORS 568.560(7)(a) states, "The department, upon the written recommendation of a majority of the members of the local governing body of a district, may declare vacant the position of a

director who is absent from three consecutive meetings of the local governing body of the district. A position becomes vacant under this subsection upon the issuance of the declaration by the department.”

Vacating an Inactive Board Position



The board may, at its discretion, grant a leave of absence for up to three months in the event of illness or other extenuating circumstances.

2.5 Board Member Conduct

A) Representative of the District: If a board member appears before another governmental agency or organization to give a statement on an issue relevant to the district, that member must state whether the statement reflects personal opinion, is the official position of the district, or both. The Board member may only speak for or act on behalf of the Board or District as authorized to do so by official Board action as recorded in the official minutes, guidelines or policies of the District. Additionally, if the board member is representing the district, he or she *must* support and advocate for the official district position on the issue.

B) Governing District: The board shall not, to the extent possible, involve itself in the day-to-day operations of the district. Without prior approval of the board, no member may interfere with or engage in district operations, including programs, maintenance, personnel management, administration, enforcement of facility rules, planning, training, or other daily operations and responsibilities of the district manager. If the board sees a need for an exception and asks a board member to become involved in district operations, the board will clearly state *in writing* the board member's operational duties/functions, and the board president and district manager shall agree to said arrangement prior to the board member commencing involvement.

Board member conduct and expectations are more fully outlined in Section 6 (Ethics).

2.6 Training Requirements

The Oregon Government Ethics Commission (OGE) has oversight and authority to enforce public meetings and ethics laws pertaining to public officials. Per ORS 192.700 (*Annual Training Requirements*), members of the governing board of a public body having annual expenditures of \$1 million or greater are required to complete an OGE-administered or approved public meetings law training at least once during their term of office. Available trainings, registration and further information can be found on the Commission's website, www.oregon.gov/ogec.

2.7 Board Meetings

Board meetings shall be conducted in accordance with the District's adopted Public Meeting Policy and Oregon Public Meetings Law (ORS 192.610–192.690).

SECTION 3: COMMITTEES

3.1 General

A. The board will create district committees/advisory committees as needed. The board will create committee, determine the number of committee members and length of term, and appoint members to any district committees by resolution. Qualifications for committee members will be as follows:

1. Committee members shall be residents of the district.

2. Neither district employees nor persons having a contractual relationship with the district may serve on district committees as public members.
3. A member of the public may not simultaneously serve on more than two district committees or one district advisory committee, nor may a member of the public simultaneously serve as chair on two district committees, except relative to service on the budget committee.
4. Candidates for committees will complete a board-approved application or statement of interest.

B. Board members may suggest individuals for committee membership who have demonstrated interest and knowledge in the committee's area of responsibility.

C. The district will give public notice of committee vacancies.

D. Committees will select a chair and a secretary and determine the committee's meeting schedule and rules for operation. Minutes must be taken of all committee meetings. Minutes will be retained by the committee secretary and distributed to committee members, board members and district manager.

E. The board may, by resolution, remove a member of the public from a district committee prior to the expiration of the term of office.

F. Committees and their members have no authority to represent the district's official position on any matter except by express and explicit approval of the board for such.

G. All advisory committee meetings are public meetings under state law and subject to all requirements thereof.

H. The board may designate individuals or groups to provide informational reports to the board on a recurring basis. These appointments are not committees, do not exercise any decision-making authority, and are not subject to committee membership requirements or public-meeting obligations. Their purpose is solely to keep the board informed on specific operational, financial, or programmatic topics. Examples include internal financial review updates, facilities status reports, watershed council coordination, and weed program updates. These informational appointments may be adjusted or discontinued at the discretion of the board.

3.2 Standing Advisory Committees

A. The board will create standing advisory committees as needed for each major service area.

1. Terms for standing advisory committees will be 2 years, reviewed in conjunction with board election cycles.

2. The district manager may, at his or her discretion, appoint a staff liaison to be present at committee meetings.

3. Standing advisory committees will make a report and respond to questions from the board during each regular Board meeting.

3.3 Ad Hoc Advisory Committees

The board may create ad hoc committees as needed to assess the needs of the district, evaluate existing programs and/or facilities, recommend long-range goals and plans, or any other needs as determined by the board. Any ad hoc advisory committees formed will operate for such time as needed to accomplish the assigned purpose and may be discharged after their recommendations to the board, or at any other time at the discretion of the board.

SECTION 4: ADMINISTRATION

4.1 Delegation

The primary responsibility of the board is to make policy-level decisions for the district, and to hire, evaluate and manage the district's manager / chief executive officer. Administrative authority for the daily operations of the district and the management of all district personnel shall be delegated to the district manager to the extent possible. 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 unless expressly 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 unless expressly authorized by the board. If any board member should be delegated by the board to exercise any administrative authority for the district, that direction shall be in writing and shall state the express purpose for which authority is being granted and for what duration, and any such appointment shall be agreed upon between the board and the district manager. Any board 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.

4.2 Management

The board shall be responsible for the following supervisory duties:

A. District Manager:

1. Hire the district manager.
2. Define the duties and responsibilities of the district manager.
3. Approve the plan, form and amount of management compensation, to include salary, benefits, bonuses, vacation, travel, etc.
4. Evaluate the district manager annually.
5. Approve programs for management development.
6. Provide advice and consultation to management on matters within the purview of the board's responsibilities.
7. With the assistance of legal counsel, engage in any necessary disciplinary action

as relates to the district manager, up to and including termination.

B. Financial:

1. Approve contracts for professional services required by and for the board, and any other contracts binding the district.
2. Approve the form and amount of reimbursement for board members.
3. Approve specific important projects.
4. Review and approve the annual budget.
5. Review and approve any employee benefit plans.
6. Monitor the finances of the district and otherwise acting as fiduciary, setting policy or taking action to ensure the fiscal integrity of the organization.
7. Select the district's independent municipal auditor and annually approve the audit report.

C. District Plans and Objectives:

1. Become familiar with and abide by all laws and policies governing the operation of the district.
2. Approve any significant departure from established plans or policy.
3. Review and approve major changes in the district's organization or structure.
4. Develop and approve long-range plan of growth and development for the district.
5. Ensure that program objectives are assigned to the proper planning or implementing subgroups or committees.
6. Receive, discuss and take action on committee or other planning body recommendations.
7. Pass district resolutions and adopt ordinances.

D. Compliance and Legal

1. Select legal counsel and consultants for the district.
2. Request advice from legal counsel as needed. Requests to legal counsel for advice requiring legal research may not be made by a board member without the concurrence of the board. Before requesting research or other action by legal counsel, the board should, if appropriate, consult with the district manager to determine if the request or action can be accomplished cost-effectively. Outside a board meeting, the board should make requests of legal counsel through the district manager, with the exception of issues related to performance of the district manager.
3. Ensure that the district is in compliance with all federal, state, and local laws.

4.3 Board Member Expenses and Compensation

A. Compensation

Pursuant to ORS 198.190, board member compensation may not exceed \$50 for each day, or portion thereof, as compensation for services performed as a member of the board. Director compensation shall not be deemed lucrative and is subject to payroll withholding as required by federal and state law including the Social Security Act. Per resolution passed by the Wasco County Soil and Water Conservation District, board members will serve as unpaid volunteers.

B. Reimbursement

Board members will be reimbursed for authorized expenses incurred in the service of the board. Reimbursable expenses pertain only to the board member and do not include the spouse, children, other relatives or companions. Reimbursable expenses include:

1. Transportation; mileage reimbursement for travel to and from meetings attended in person, as confirmed by official meeting minutes.
2. Lodging;
3. Meals (per diem);
4. Registration fees for conferences, conventions and seminars; and
5. Other actual and necessary expenses related to the official business of the board member as deemed appropriate.

Board members should exercise good judgment to avoid unnecessary district expense and should not undertake any board business that will generate reimbursable expenses without the express approval of the board.

Board members will be reimbursed for eligible expenses upon completion of the relevant assignment, within a reasonable amount of time after submitting documentation of expenses. Expenses are subject to review by the board and, if deemed unreasonable, may be declined for reimbursement.

SECTION 5: ETHICS

Board members are considered public officials and public representatives of the district, and will conform to the expected high standards of ethical conduct, including but not limited to the following:

5.1 Governing Statutes

Board members will review and observe the requirements of the Oregon Ethics Law Guide for Public Officials, and all requirements of the Oregon Revised Statutes governing ethics for public officials, ORS 244.010 to 244.390. Liability for violation of Oregon's Ethics Laws for Public Officials is personal to the public official. It is not covered by the district's liability coverage, and the costs of investigation and any penalty issue are the responsibility of the board member.

5.2 Conflicts of Interest

Board members are strictly prohibited from using a position in public office for private financial gain. Board members must give public notice of any actual or potential conflict of interest at a public board meeting, and such notice will be reported in the meeting minutes. The disclosure shall be repeated and recorded in the meeting minutes in each instance where the matter is discussed.

- A. Potential Conflict of Interest: Exists when a decision being deliberated by the board *could* result in financial gain or avoidance of financial loss to the board member, a relative of the board member, or a business owned by the board member or a relative of the board member. A potential conflict must be disclosed, but the board member may still participate in the discussion and vote on the issue.
- B. Actual Conflict of Interest: Exists when a decision by the board *will* result in a financial gain or avoidance of financial loss to the board member, a relative of the board member, or a business owned by the board member or a relative of the board member. An actual conflict must be disclosed and the board member may not participate in discussion of the matter or vote on the issue.

5.3 Prohibited Actions

In representing the best interests of the district and its constituents, and in avoidance of pursuing individual agendas, board members will refrain from:

- A. Disclosing confidential information or making use of special knowledge or information before it is made available to the public.
- B. Promoting relatives, clients or employees for boards and commissions without making appropriate disclosures.
- C. Seeking employment of relatives with the district without making appropriate disclosures.
- D. Accepting a gift or gifts exceeding \$50 in total value within any single year from any source with a legislative or administrative interest in the district.
- E. Taking an action that benefits special interest groups at the expense of the district.
- F. Any other action or request for preferential treatment that places the interests of the board member, a board member's relatives, associates, co-workers, clients or friends above the best interests of the district.

SECTION 6: COMMUNICATIONS

6.1 Communications with the Media

Any official position or comment by the board to any media representative or outlet shall be provided or authorized by the board chair and/or the district manager. Any other communication with the media by board members shall be considered unauthorized and shall not represent the official position of the district.

6.2 Communication with Staff

The board will respect the separation between policymaking and administration (board and district manager functions respectively) as outlined in Section 5.1 (Delegation), by observing the following communication policies with respect to district staff:

- A. The board will work with the district staff as a team in the spirit of mutual respect and support.
- B. Outside of board meetings, board members will not attempt to influence a district employee or the district manager, or advocate for a certain outcome regarding personnel matters, purchasing issues, the award of contracts or the selection of consultants. However, board members discussing these matters with staff outside of board meetings in a *non-coercive* manner is appropriate.
- C. Board members will, wherever possible, limit individual contact with district staff to the district manager, management staff, and designated staff for requests that concern the relevant matter or matters, so as not to influence staff decisions or recommendations, interfere with their work performance, undermine manager authority or prevent the board as a whole from receiving information. The district manager will determine the most effective way to respond to board requests.
- D. When expressing criticism to staff, either at a public meeting or through other communication, board members will be professional and mindful of the role and responsibility of staff members.
- E. Any written materials or information requested of staff by board members will be submitted to the entire board and include a notation stating who requested the information.
- F. The board president will refer comments or questions regarding district personnel or administration to the district manager. The district manager may, at his or her discretion, reply to the inquiry directly or instruct the appropriate staff member to do so.

6.3 Confidentiality

- A. Board members will keep all written materials provided to them on matters of confidentiality under law in complete confidence to ensure that the district position

- is not compromised. No mention of the information read or heard should be made to anyone other than the board members, district manager, or legal counsel.
- B. All public statements, information or media releases relating to a confidential matter will be handled by the district manager, legal counsel, or designated board member.
 - C. Unless required by law, no board member may make public the discussions or information obtained in executive session. The board may censure a board member who discloses confidential information or otherwise violates this policy.

SECTION 7: BUDGET

7.1 Governing Statutes and the Budget Process

The board will be responsible for reviewing and approving the annual budget. The process for preparing and approving the district's annual budget is more fully described in the Local Budget Laws for Oregon, ORS Chapter 294. Board members will familiarize themselves with these statutes and with Local Budgeting Manual published by the Oregon Department of Revenue. The Local Budgeting Manual will be the primary reference for all budgeting issues, but for purposes of this policy manual, the process is summarized as follows:

- A. Budget Process
 - 1. The board appoints a budget officer (ORS 294.331)
 - 2. The board appoints a budget committee consisting of all board members plus an equal number of electors of the district (ORS 294.414).
 - 3. Vacancies on the budget committee are filled by appointment of a majority of the board.
 - 4. The budget officer prepares (or supervises preparation of) a budget message, explaining the proposed budget and any significant changes to the district's fiscal policy or financial position, and a proposed budget to present to the budget committee.
 - 5. The budget officer gives public notice of the budget committee meeting as required by ORS 294.401.
 - 6. The budget committee meets, and the budget officer delivers the budget message. The committee will meet thereafter as needed to revise and complete the budget. At least one meeting must provide the opportunity for questions and comments from any interested person. (ORS 294.426)
 - 7. The budget committee considers the budget and any comments made by the public and makes any changes. Once satisfied the budget committee, by motion, second, and majority vote, approves the budget and the amount or rate of any

relevant tax. The approval/results of the vote are recorded in the minutes of the meeting. (ORS 294.428)

8. The budget committee schedules a hearing, and the budget officer publishes a summary and Notice of Budget Hearing and Financial Summary 5 to 30 days before the scheduled hearing (ORS 294.448).
9. The board will hold one or more budget hearings on the date specified by notice, to listen to public testimony on the budget approved by the committee. (ORS 294.453).
10. The board adopts the budget, makes appropriations, imposes and categorizes taxes. The board may make changes to the approved budget before it is adopted. (ORS 294.456)
11. The board certifies taxes to the county assessor.

Upon submission of the budget to the board, the budget committee has completed its duties as required and no further meetings of the budget committee shall take place prior to the next budget cycle unless the board directs otherwise. It should be noted that budget committee members are public officials as defined in Oregon's Ethics Laws for Public Officials, and are subject to conflict of interest disclosure and other ethics requirements.

SECTION 8: BOARD MEMBER DEVELOPMENT AND TRAINING

8.1 General

Board members are encouraged to attend relevant educational and professional conferences and seminars as well as conferences and seminars that deal with issues relevant to or being faced by the district. Any proposed training or attendance at any conference or training event must be authorized by the board.

8.2 Minimum Requirements

All board members will be required to complete certain curricula as recommended by the Wasco County Soil and Water Conservation District strategic or long-range plan. The curricula shall consist of the following minimum criteria, but the board may add additional board training requirements or recommendations as needed:

- A. Attend a SDAO Board Training once per year.
- B. Read and be familiar with Oregon Ethics Guide for Public Officials.
- C. Read and be familiar with the Local Budgeting Manual published by the Oregon Department of Revenue.

D. Read and be familiar with all board policies and duties outlined herein.

BOARD POLICIES RECEIPT ACKNOWLEDGMENT FORM

I am a duly elected board member of the board of Wasco County Soil and Water Conservation District and hereby acknowledge that I have been provided with a copy of the Board Duties and Responsibilities Manual, and that it contains important information regarding my role as a board member. I have read and understand the policies contained in the Manual and have asked the currently presiding board president or president tempore for clarification of any information that I did not understand or had further questions regarding.

By my signature below, I agree to observe and comply with all policies and guidelines contained in the manual.

Board Member's Name (Print)

Board Member's Signature

Date

