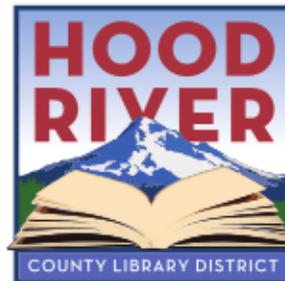


# Board Governance Policy



## I. Membership

### A. *Composition*

- I. The Directors of the District are a Board of five members elected by the electors of the District. (ORS 357.226-357.236).
- II. Any elector residing within the District is qualified to serve as a Board member (ORS 357.226). Current District employees or officers may not serve as Board members.
- III. Board members are elected at large.

### B. *Term of office*

Board members shall serve staggered four-year terms or until election and qualification of a successor (ORS 357.231).

### C. *Vacancies*

Vacancies on the Board due to resignation or incapacity to serve are to be filled by the remaining members of the Board in accordance with ORS 198.320.

### D. *Interaction Agreement*

In its work together, the Board always shall seek the best outcomes for the District, its users, and its taxpayers. The Board shall listen carefully to one another and strive to hear the best elements of a suggestion. The Board shall seek to create an atmosphere where differences of opinion are expressed freely. The Board shall involve each other in discussions they have about the District to ensure that everyone is able to make informed decisions. The Board shall speak carefully to respect the time and feelings of its volunteer colleagues. The Board shall celebrate its successes and persevere through difficult times.

### E. *Education*

Board members should be aware of the requirements of the Oregon Government Ethics laws and all other laws and policies pertaining to the District and ethical standards expected of members. Members are required regularly to attend or view conferences, and other trainings relevant to District business.

### F. *Board Candidates*

District staff shall cooperate impartially with candidates for the Board and provide them with information about Board policies, administrative regulations, and other aspects of the District.

### G. *Orientation of new Board members*

The Board and District staff shall assist each new member-elect and appointee to understand the Board's functions, policies, procedures, and legal & ethical responsibilities before s/he takes office.

## II. Ethics

### A. *Education*

Board members should be aware of the requirements of the Oregon Government Ethics laws and all other laws and policies pertaining to the District and ethical standards expected of members. Members are expected to attend or view conferences, and other trainings relevant to District business.

### B. *Financial Gain*

Board members are prohibited from using their position to receive certain financial benefits if the opportunity for the benefit would not otherwise be available but for their position, including benefits for themselves, a relative as defined by Oregon law, a member of the Board member's household, or a business with which the board member, a relative, or a member of the Board member's household is associated.

### C. *Compensation*

Board members may receive expense reimbursement, honorariums, unsolicited awards for professional achievement, and some gifts as allowed by Oregon Government Ethics laws.

### D. *Gifts*

No Board member shall solicit or receive any gifts with a total value of more than \$50 from any single source who could reasonably have a financial interest in the member's official actions. A gift is defined as something of value for which the Board member does not pay an equal value, including entertainment. This provision only restricts gifts from sources that have an administrative or legislative interest in the Board member's actions; unlimited gifts may be accepted from a source that does not have a legislative or administrative interest.

### E. *Conflicts of interest*

Board members must declare actual or potential conflicts of interest and their nature.

- I. Actual conflicts occur when the Board member's action would affect financial interest as defined in section B above. Following announcement of the actual conflict, Board members with actual conflicts may not participate in the official action that gave rise to the conflict.
- II. Potential conflicts when the Board member's action could affect financial interest as defined in section B above. Following announcement of the potential conflict, Board members with potential conflicts may participate in the official action that gave rise to the conflict.
- III. If a Board member has an actual conflict and his/her vote is necessary to meet the minimum number of votes required for official action, the board member may vote. Prior to consideration of the matter, the Board member must make the required announcement and refrain from any discussion, but may participate in the vote. This provision only applies in circumstances when all Board members are present and the number of members who must refrain due to actual conflicts make it impossible for the Board to take official action.

## III. Officers

### A. *Officers and duties.*

- I. The officers of the Board shall be a President, Vice President, and Secretary.
- II. The President shall perform those duties prescribed by this policy, the Oregon Revised

Statutes, and the parliamentary authority. The President's role as presiding officer of the Board does not affect their right to vote. The President shall sign official District documents on behalf of the Board when authorized by the Board.

- III. The Vice President shall have the powers and duties of the President in their absence.
- IV. In the absence of the President and Vice President, the remaining three members shall elect a temporary Presiding Officer.
- V. The Library Director shall serve as Secretary of the District. The Director may delegate any of the secretary's duties to staff. The Secretary shall perform those duties prescribed by this policy, the Oregon Revised Statutes, and the parliamentary authority. The Secretary is an *ex-officio*, non-voting member of the Board. (ORS 357.226.)

**B. Nominations and elections**

- I. Nominations for President and Vice President shall be taken from the floor at the start of the first regular meeting in July.
- II. Elections shall be held by voice vote. The candidate receiving a majority of votes cast shall be elected.

**C. Term of office**

The President and Vice President shall serve for one year or until their successors are elected. Their term of office shall begin upon election.

**D. Vacancies**

A vacancy in the President or Vice President position shall be filled by the Board for the unexpired portion of the term of the vacant office at the next regular or special meeting.

- E.** The majority (three members) of the full Board is necessary to adopt a motion, resolution, ordinance, or to take any other action.

## **IV. Responsibilities**

**A.** The Board shall:

- I. Formulate District policies.
- II. Take action as necessary for operation of the District by use of ordinances, resolutions, and motions.
- III. Appoint the Library Director, who is recognized as having full executive and administrative authority to manage daily operations consistent with District policy and procedure.
- IV. Supervise the Library Director.
- V. Employ all necessary agents and assistants.
- VI. Arrange for legal representation and consultation. Legal counsel shall report to and be responsible to the Board but shall communicate with the Board primarily through the President and Library Director. Individual Board members shall refrain from communicating with legal counsel without the consent of the President or explicit Board direction.
- VII. Arrange for deposit and distribution of tax funds, grant monies, and donations. (ORS 357.276)
- VIII. Oversee budget
  - a. Establish a Budget Committee. (ORS 294.414)
  - b. Appoint a Budget officer, generally the Library Director who shall prepare or supervise

- c. preparing the budget document under the direction of the Board. (ORS 294.331)
- c. Approve the annual budget and assess, levy, and collect property taxes (including setting the tax rate within the limits approved by the electors) as per ORS 357.261(4)
- d. Oversee District finances.
- IX. Develop long-range strategic plans for the District.
- X. Approve all contracts exceeding the Library Director's spending authority.
- XI. Approve employee salary schedules and benefits.
- XII. Appoint committees as needed for the operation of the District. Committees have no powers except those delegated by the Board.
- XIII. Take other such action as consistent with Oregon law including ORS 357.261, as the Board deems appropriate.

**B. *Limitations on individual Board members***

- I. Board members have no individual powers separate from the powers of the Board and have no authority to act individually without authorization from the Board. These restrictions include unauthorized involvement in personnel matters.
- II. A Board member shall act as a spokesperson for the Board only when so designated. When not representing the agreed position of the Board, members must identify their statements as their personal opinions and not those of the Board.
- III. The Board, by majority vote of the full Board, may suspend all or a portion of these policies and procedures, provided that such suspension is consistent with Oregon law.

**C. *Discipline***

If necessary, the Board may discipline a Board member who does not follow its adopted rules and policies.

## **V. Meetings**

**A. *Public meeting law***

All Board meetings and work sessions shall be conducted in accordance with Oregon Public Meetings Law.

- I. All meetings of the Board shall be open to the public except as otherwise provided by Oregon Public Meetings Law.
- II. Every regular and work session shall include opportunity for public comment. The presiding officer may limit the length of public comment and may revoke permission to speak if a speaker's comments are unduly repetitive, disruptive, or ad hominem.

**B. *Regular meetings***

Regular meetings of the Board shall be held monthly on a regularly-scheduled day of the month. The day and time shall be set by resolution annually during the regular meeting in July.

- I. The Board may cancel or reschedule the date or dates of regular meetings as it deems fit, subject to the notice provisions of the Oregon Public Meetings Law.

**C. *Work sessions***

Work sessions of the Board may be called by the President or by three Board members.

- I. Subjects discussed at a work session shall be limited to the agenda items.
- II. Final decisions shall not be made at a work session.

III. A work session may be held in conjunction with a regular or special meeting. Final action may be taken at a regular or special meeting held in conjunction with a work session or at the next regular or special meeting.

*D. Special meetings*

Special meetings may be held at the request of the President or any three members of the Board. If the President is absent from the District, special board meetings may be held at the request of the Vice President. No special meeting shall be held upon less than twenty-four hours public notice.

*E. Emergency meetings*

Emergency meetings may be held at the request of persons entitled to call special meetings, upon less than twenty-four hours notice in cases of emergency. An emergency exists where there are objective circumstances that create a real and substantial risk of harm to the District if action is delayed. The caller(s) of the meeting shall state the reasons for calling it and why it could not be delayed. The Board shall then determine if the reasons are sufficient to hold an emergency meeting, and the minutes for such a meeting shall describe the emergency justifying less than 24 hours' notice. Only business related directly to the emergency shall be conducted at an emergency meeting.

*F. Executive sessions*

- I. Shall be held in accordance with Oregon Public Meetings Law.
- II. The applicable statute must be stated prior to the meeting.
- III. The Board shall not make any final decisions during executive session.
- IV. Board members, staff, media representatives, and other persons present shall not discuss or disclose executive session proceedings outside of the executive session without prior authorization of the Board as a whole.

*G. Location*

All Board meetings shall be held within the geographic boundaries of the District, except for training sessions held without any deliberative action. Meetings typically shall be held at the Hood River Library in the community meeting room.

*H. Quorum*

A majority of the Board (three members) shall constitute a quorum.

*I. Agenda*

The agenda shall be set by the Library Director in consultation with the President. Meetings should generally be limited to published agenda topics, although by agreement of a majority of the Board members, additional topics may be added.

*J. Notice*

Notice of the time, place, and principal agenda topics shall be given for all meetings as soon as is feasible. Notices shall be sent to Board members, local media, persons who have requested notice in writing, and any persons whom the District knows may have a special interest in a particular action, unless such notification would be unduly burdensome or expensive. The agenda shall also be posted at all District library branches. Notice for meetings called only to hold executive sessions shall be given in the same manner as notice for other meetings set

forth above except that the notice need only indicate the general subject matter to be considered at the executive session and the statutory basis for convening an executive session.

*K. Accessibility*

- I. No meeting shall be held in any place where discrimination on the basis of gender, gender identity, sexual orientation, race, color, religion, veteran status, national origin, ancestry, age, marital status, family relationship, political affiliation, or physical or mental disability is practiced. All meetings shall be held in places accessible to the handicapped.
- II. The District shall provide upon request interpreters for the hearing impaired as provided for by Oregon Public Meetings Law.

*L. Minutes*

Minutes must be kept of all Board meetings and Board-appointed committee meetings. Minutes shall include a list of present Board or committee members, all motions, proposals, resolutions, orders, ordinances, and measures proposed and their disposition, results of all votes, including the vote of each member by name, and the substance of any discussion on any matter. Minutes for executive sessions shall be kept and retained separately.

*M. Planning session*

The Board shall undertake an annual planning session.

*N. Virtual participation*

Except for hearings on quasi-judicial matters and executive sessions, members may participate in meetings via teleconference, videoconference, web conference, or other technologies allowing synchronous communication among members. Notice and opportunity for public access shall be provided when meetings are conducted by electronic means. Notices shall be made using the same requirements as in-person meetings.

## **VI. Committees**

*A. Budget Committee*

The Budget Committee shall be a standing committee of the Board.

- I. The committee shall consist of the five members of the Board and five appointed electors within the District. Appointed members cannot be officers, agents, or employees of the District.
- II. Committee members shall serve for three years. Their terms shall be staggered so that as near as possible one third of the terms of the appointed members shall end each year.
- III. Appointed members may not receive any compensation for their service on the committee.
- IV. A vacancy on the committee shall be filled by the Board for the unexpired portion of the term at the next regular or special meeting.

*B. Special committees*

- I. Special committees may be appointed at the discretion of the Board or President as necessary to assist the Board in accomplishing its purposes.
- II. Special committee members need not be members of the Board.

C. *Public meeting rules*

Meetings of Board committees are subject to the Oregon Public Meetings Law.

## **VII. Parliamentary Authority**

The latest edition of *Robert's Rules of Order Newly Revised* shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with the Oregon Revised Statutes, this policy, and any special rules of order the Board may adopt.

## **VIII. Amendments**

The Board Governance Policy may be amended by resolution at any regular or special meeting provided that at least five days notice is given and a majority of Board members vote in favor.

Approved by the Board of Directors, April 5, 2011

Last amended, February 16, 2016