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| <b><u>APPROVED ON<br/>AND BY:</u></b> | 03/04/2024<br>EMSWCD Board of Directors                                                                                                                                                                                                              |
| <b><u>POLICY<br/>STATEMENT:</u></b>   | The policies and procedures below are intended to ensure that East Multnomah Soil & Water Conservation District (EMSCD) complies with all applicable laws and holds productive and efficient meetings.                                               |
| <b><u>APPLICABILITY:</u></b>          | All members of the Board of Directors, Associate Directors, Directors Emeritus, and staff of EMSWCD.                                                                                                                                                 |
| <b><u>DEFINITIONS:</u></b>            | <u>Associate Director</u> : A non-voting board member appointed by the Board of Directors to expand the capacity and/or expertise of the board.                                                                                                      |
|                                       | <u>Board Members</u> : May include members of the Board of Directors, Associate Directors, and Directors Emeritus.                                                                                                                                   |
|                                       | <u>Board of Directors (“the Board”)</u> . The five-member governing board of EMSWCD. Members of the Board of Directors are publicly elected for four-year terms, or may be appointed by the Board to fill a vacant position until the next election. |
|                                       | <u>Director Emeritus</u> : A non-voting board member appointed by the Board of Directors to expand the capacity and/or expertise of the board; the position is reserved for a person who previously served as an EMSWCD board member.                |

## Contents

|      |                                                      |    |
|------|------------------------------------------------------|----|
| 1.0  | OVERVIEW .....                                       | 2  |
| 2.0  | BOARD OF DIRECTORS.....                              | 2  |
| 3.0  | ASSOCIATE DIRECTORS AND DIRECTORS EMERITUS .....     | 5  |
| 4.0  | AUTHORITIES, REQUIREMENTS, AND RESPONSIBILITIES..... | 7  |
| 5.0  | GENERAL EXPECTATIONS .....                           | 9  |
| 6.0  | OFFICER POSITIONS AND DUTIES .....                   | 10 |
| 7.0  | OFFICER TERMS AND ELECTIONS .....                    | 11 |
| 8.0  | COMMITTEES .....                                     | 12 |
| 9.0  | MEETING PREPARATION .....                            | 13 |
| 10.0 | GENERAL MEETING PROCEDURES.....                      | 13 |
| 11.0 | PROCEDURES FOR FORMAL DECISION-MAKING .....          | 15 |
|      | Appendix 1: Motion Summary .....                     | 17 |

### **Symbol legend (symbol immediately precedes sentence or paragraph):**

- \* indicates that the policy directly implements a statute and generally can't be changed.
- ^ indicates that the policy is not derived from a specific statute but is grounded in the law and shouldn't be changed without legal advice.
- ~ indicates that the procedures are of a policy nature and so are within the discretion of the board.



## **1.0 OVERVIEW**

- 1.1 **^ Background.** The East Multnomah Soil & Water Conservation District (EMSWCD) is a non-regulatory, local government entity operating east of the Willamette River centerline in Multnomah County. EMSWCD’s mission is to help people care for land and water. ^ EMSWCD is governed by an elected Board of Directors, which makes legislative and policy decisions on behalf of the district. ^ The Board of Directors supervises an Executive Director who is responsible for day-to-day operations, including staffing, and for carrying out the direction of the Board.

^ The Oregon Department of Agriculture (ODA) provides technical support and administrative oversight to Oregon’s 45 soil and water conservation districts, including oversight of and assistance with board elections and vacancies. ^ Specific areas where EMSWCD may interface with ODA are addressed in these policies.

- 1.2 **Board Make-up.** \*EMSWCD board is made up of five publicly elected directors who each serve a four-year term. ^ The elected board members comprise the district’s governing body, which is responsible for overseeing operations and setting policies for the district. ^ Only elected board members may vote on matters before the board. ~ Associate directors and Directors Emeritus may be appointed to the board by the board of directors. Directors, associate directors, and Directors Emeritus are all considered “board members.”

- 1.3 **Director Zones.** \*All five Board members are elected by all voters in the District. ORS 568.560 authorizes the creation of zones within the district and sets forth requirements for board members representing zones. ^ EMSWCD’s five-member Board consists of two at-large positions and three positions representing, respectively, the following zones:

1.3.1 **^ Zone 1.** The boundaries of Zone 1 include: the Multnomah County line to the north, the Willamette Base Line/Willamette Meridian (T.1N – T.1S township line) to the south, the Willamette River centerline to the west, and the Sandy River centerline to the east.

1.3.2 **^ Zone 2.** The boundaries of Zone 2 include: the Willamette Base Line/Willamette Meridian (T.1N – T.1S township line) to the north, the Multnomah County line to the south, the Willamette River centerline to the west (including Ross Island), and the Sandy River centerline to the east.

1.3.3 **^ Zone 3.** The boundaries of Zone 3 include: the Multnomah County line to the north, the Multnomah County line to the south, the Sandy River centerline to the west, and the Multnomah County line to the east.

## **2.0 BOARD OF DIRECTORS**

- 2.1 **Responsibilities.** ^ In carrying out the powers granted by statute (see Section 4 of these Policies) The Board of Directors is responsible for:

- ^ Ensuring EMSWCD is in compliance with all federal, state, and local laws and the policies



of ODA.

- ^ Reviewing and adopting policies needed to govern the operations of EMSWCD; including policies to ensure fiscal accountability and integrity.
- ^ When appropriate, delegating authority to individual Directors or staff to approve contracts, sign written instruments, and take other actions on behalf of EMSWCD.
- ^ Electing Board officers and defining their authorities and responsibilities.
- ^ Appointing committee members and defining their authorities and responsibilities.
- ^ Recruiting, supervising, and evaluating the Executive Director; clearly defining the responsibilities, authorities, and actions of the Executive Director through a job description and work plan.
- ^ Ensuring that personnel matters are directed to the executive director, the personnel committee, or the full Board as appropriate.
- ^ Periodically assessing progress toward accomplishing EMSWCD's vision, mission, strategic plan, and annual work plans.
- ^ Reviewing and approving the annual budget, appropriating funds, certifying the tax, and adjusting the budget as needed and ensuring compliance with Oregon's Local Budget Law.
- ^ Regularly reviewing the financial status of EMSWCD.

2.2 \* **Qualifications.** Oregon Revised Statutes (ORS) 568.560(2) and (3) describe the eligibility requirements for the Board of Directors for a soil and water conservation district.

2.2.1 \* All Directors. All directors (at-large and zone) must:

- \* Reside within EMSWCD boundaries; and
- \* Be a registered voter.

2.2.2 \* Zone Directors. Zone directors must:

- Reside within the zone they represent; and
- Be a registered voter.

2.3 ~ **Restrictions.** Board members may serve as EMSWCD volunteers but must defer to staff in such situations as would any other volunteer.

2.4 **Director Election and Appointment Processes.** \* Director elections occur during the November general election in even-numbered years. ORS chapters 568 and 255 outline the process for Board elections. \* Where ORS 568 is incomplete, ORS chapter 255 applies.

2.4.1 \* ODA Role. The Oregon Department of Agriculture (ODA) is responsible for providing



information and guidance on conservation district elections. ^ ODA notifies each district of positions that are up for re-election, procedures to follow, applicable laws and rules, and timelines. ^ Districts and candidates are responsible for submitting the required forms and information to ODA and county clerks before the filing deadline. ^ Candidates are responsible for publishing their information in the local voters' pamphlet.

2.4.2 \* Elections. EMSWCD Zone 1 Director, Zone 2 Director and At-Large 1 Director are elected during the same election year; Zone 3 Director and At-Large 2 Director are elected during the same election year.

2.4.2 \* Term. Directors are elected for a four-year term.

2.4.3 \* Oath of Office. An oath of office will be taken by each 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.

2.5 \* **Board Vacancies**. Per ORS 568.560(7), a director position becomes vacant before the term expires under the following circumstances:

- \* A director has missed at least three consecutive Board meetings. \* A majority of the board provides a written recommendation that the position be declared vacant by ODA. \* The position then becomes vacant when ODA issues a declaration.
- \* No individual qualifies for election to have their name placed on the ballot or to have the write-in votes cast in their name counted. \* The position becomes vacant on January 1 following the November election.
- \* ODA determines a candidate that received the most votes does not qualify to hold the position. \* The position becomes vacant on January 1 following the November election unless another qualified individual has been appointed to the position.
- \* ODA determines that a serving director no longer qualifies to hold the position. \* The position becomes vacant upon the declaration by ODA.
- \* A director resigns from the position. \* The position becomes vacant upon ODA receiving notice of the resignation.
- \* A director, elected or appointed, refuses to take the oath of office. \* ODA may declare the position vacant if the signed oath of office is not provided.

2.6 \* **Filling Board Vacancies**. According to ORS 568.560(8), the remaining members of the board may, by majority vote, appoint someone to fill a vacancy that occurs between elections. \* If the remaining board directors cannot agree on an appointee, ODA may fill the vacant position by appointment. \* An appointed director must meet the director eligibility requirements. \* An appointed director will serve until the next general election, regardless of the time remaining in the term. \* The appointment will end on January 1 following the next general election.



^ EMSWCD board members will solicit applications from interested candidates. ^ Staff will publicly post the vacancy and receive applications to pass on to the board.

### **3.0 ~ ASSOCIATE DIRECTORS AND DIRECTORS EMERITUS**

#### **3.1 ~ General Role. Associate Directors and Directors Emeritus:**

- ~ Are volunteers who serve as non-voting members of the board. ~ They may be appointed to serve and vote on committees and may contribute to board discussions.
- ~ Fill current needs and/or bring necessary skills and abilities as identified by the Board of Directors to enhance its effectiveness.
- ~ Work to implement the mission of EMSWCD and represent its constituents.
- ~ Represent EMSWCD, its Board of Directors, and its mission.

#### **3.2 ~ Qualifications.**

3.2.1 ~ Associate Directors must live within EMSWCD's service area.

3.2.2 ~ Directors Emeritus must live within EMSWCD's service and must have served as a member of EMSWCD Board of Directors.

3.2.3 ~ Associate Directors and Directors Emeritus must:

- ~ Attend at least three board or committee meetings prior to application.
- ~ Advance the current recruitment goals identified by the Board by possessing identified needed expertise in a relevant area, such as community involvement and outreach, conservation practice implementation, project management, accounting and finance, law, personnel management, land and water management (farming, forestry, ecological restoration, etc.) and/or public policy. ~ Evidence of identified needed expertise may be obtained through 10 or more years of relevant education, employment, and personal experiences.
- ~ Demonstrate interest and experience in natural resource conservation.
- ~ Be willing and able to attend a majority of board meetings.
- ~ Be willing and able to serve on at least one board committee and attend a majority of the committee meetings.
- ~ Be willing and able to represent EMSWCD with other organizations and external committees.
- ~ Be committed and able to work as a team member with the Board and staff.



- ~ Be committed to a voluntary, non-regulatory, and collaborative approach to conservation.

### 3.3 ~ **Associate Director Appointment Process.**

- ~ The Board of Directors will identify needed expertise on the board and instruct staff to post a recruitment announcement for an Associate Director on EMSWCD website, among other places. ~ The Board will consider and recruit on the basis of such assets as constituent representation; desirable personal qualities; and skill sets.
- ~ Board members and staff are encouraged to actively recruit for Associate Director(s) within their professional networks.
- ~ Interested candidates will submit a cover letter and resume to EMSWCD, indicating interest in serving as an Associate Director, setting out relevant skills/qualifications and indicating a particular area of interest in working with EMSWCD and its board. ~ Application materials should include the names, addresses, and telephone numbers of at least three professional references. ~ Staff will acknowledge receipt of all applications and keep candidates informed of the status/outcome of their request throughout the process.
- ~ Qualifications and eligibility will be verified by staff and references will be checked. ~ An interview by the executive director may be requested.
- ~ Applications from viable candidates will be referred to the Board and considered during a regularly scheduled board meeting. ~ Although not a requirement, it is customary for the candidate not to be present when their appointment is discussed and voted on. ~ Board Members may, however, ask applicants to attend the board meeting to introduce themselves.
- ~ The Board will consider the applications and, at its sole discretion, appoint by majority vote one or more Associate Directors. ~ If questions or concerns arise, appointments may be deferred to a subsequent board meeting. ~ In any case, Associate Directors will not be appointed during the six-month period preceding an election (June – November in even-numbered years).

3.4 ~ **Director Emeritus Appointment Process.** When a member of the Board of Directors voluntarily steps down from their position during a term or declines to run again at the conclusion of their term, they may ask (or be asked by one or more of the remaining board directors) to become a Director Emeritus. ~ The Board may take up the issue at a subsequent Board meeting or at the next January board meeting. ~ The appointment of a Director Emeritus will be approved by a majority vote of the Board of Directors.

3.5 ~ **Oath of Office.** An oath of office will be taken by each Associate Director and Director Emeritus at or immediately following the meeting at which they are appointed. ~ Oaths will be witnessed by a notary public. ~ A signed oath will be kept on file and a copy sent to ODA.



- 3.6 ~ **Terms, Dismissals, and Re-appointments.** Associate Directors and Directors Emeritus normally serve up to a two-year term, which expires at the end of December in even-numbered years. ~ At the Board’s discretion, the need and relevance of existing positions and appointments will be reviewed in even-numbered years and may be renewed/re-appointed in January of odd-numbered years. ~ Associate Directors and Directors Emeritus may be removed at any time by a majority vote of the Board of Directors.
- 4.0 **\* AUTHORITIES, REQUIREMENTS, AND RESPONSIBILITIES**
- 4.1 **\* General Authorities.** Oregon Revised Statute 568.550 outlines the general statutory powers granted to Oregon soil and water conservation district boards. \* Individual Board Members have no individual power or authority unless a majority of the Board votes to delegate it for specific limited tasks. \* This grant of authority should be recorded in the meeting minutes for the Board.
- 4.2 **\* Basic Legal Requirements.** The EMSWCD Board is responsible for ensuring that the basic requirements below are met:
- \* Develop and submit an annual work plan to ODA for review and comment.
  - \* Develop and submit an annual report to ODA.
  - \* Provide for an annual audit of the accounts of receipts and disbursements in accordance with ORS 297.210, 297.230 and 297.405 to 297.555.
  - \* By board Resolution, fix a date and time for an annual meeting, give due notice to landowners and other residents, and present the annual report and audit during an annual meeting.
  - \* Develop and submit a long-range plan to ODA for review and comment.
- 4.3 **Additional Legal Conditions.**
- 4.3.1 **\* Compensation.** Board members may request up to \$50 in compensation for each day or portion of a day spent on EMSWCD business (ORS 198.190). ^ EMSWCD business is defined as any virtual, telephonic, or physical meetings attended. ~ Requests are made in writing using the prescribed form, submitted to and approved by the Executive Director.
- 4.3.2 **\* Conflicts of Interest.** In accordance with Oregon law, if a board/committee member has a potential conflict of interest (could result in a pecuniary benefit or avoidance of a pecuniary cost) in a matter before the board/committee, they must disclose that potential conflict prior to discussing the matter at the meeting. \* They may still discuss the matter and may still vote. \* If a board/committee member has an actual conflict of interest (will result in a pecuniary benefit) in a matter before the board/committee, they must declare the conflict before the discussion begins and recuse themselves from further discussion and voting in the matter. \* Declarations of potential or actual conflicts of interest must be recorded in the meeting minutes. \* The responsibility to declare a conflict of interest applies if the “pecuniary benefit or avoidance of the



pecuniary cost” could be to the board/committee member, a relative of the board/committee member, or a business with which the board/committee member or relative is associated.

- 4.3.3 \* Expense Reimbursement. Board members may be reimbursed for reasonable expenses incurred in the course of representing EMSWCD at meetings or attending relevant trainings. ~ These expenses must be within the amount budgeted for such items. EMSWCD will not reimburse the cost of guests accompanying a director to an event or for the cost of alcoholic beverages.
- 4.3.4 \* Legal Compliance. All board and committee members must comply with the Oregon Public Meetings Law ([https://www.oregonlegislature.gov/bills\\_laws/ors/ors192.html](https://www.oregonlegislature.gov/bills_laws/ors/ors192.html)) ~ and follow approved EMSWCD rules for conducting meetings.
- 4.3.5 \* Legal Coverage. Board members acting within the “course and scope” of their legal responsibilities as board members are protected by both EMSWCD’s liability and crime protection policies and by the Oregon Tort Claims Act. \* Board members are not protected from personal liability for actions taken that are outside their authority, including any willful misconduct or criminal act. ~ A personal liability “umbrella” policy is recommended
- 4.3.6 \* Political Activities. EMSWCD staff, resources, webpage etc. may not be used to advocate for or promote any ballot measure or candidate. \* EMSWCD staff can provide information and answer questions regarding election procedures and provide factual information about the District but must do so equally for all requesters and may not perform any other tasks related to the election process. \* EMSWCD staff must remain neutral in political matters while on duty.

\* The board as a whole may take a position on political issues through a board-approved motion but may not authorize or require staff or EMSWCD resources to promote the position or be used for political activities. \* Individual board members may take a position on a political matter but should be clear that they are expressing their personal opinion and not that of the entire Board. ~ Please also see SDAO’s elected officials guide.

- 4.3.7 \* Record Keeping. All boards and committees must keep full and accurate records of all proceedings, resolutions, regulations, and orders. \* All EMSWCD-related records, including emails on personal e-mail accounts, are public records subject to disclosure unless an exemption applies, and retention requirements apply. \* See [https://www.oregonlegislature.gov/bills\\_laws/ors/ors192.html](https://www.oregonlegislature.gov/bills_laws/ors/ors192.html).

~ To assist with public records retention, board members may copy all EMSWCD-related emails to [pubrec@emswcd.org](mailto:pubrec@emswcd.org) or other address identified by the Executive Director for this purpose. ~ EMSWCD will provide a separate email account for EMSWCD-related communications upon request.



**5.0 ~ GENERAL EXPECTATIONS**

- 5.1 ~ **Board Effectiveness.** Board members should periodically assess the effectiveness of the Board's operations.
- 5.2 ~ **Board Recruitment.** Board members should recruit and orient new prospective Directors, Associate Directors, and Directors Emeritus.
- 5.3 ~ **Complaints.** Complaints regarding staff or volunteers should be directed to the Executive Director. ~ Complaints regarding the Executive Director or Directors should be directed to the Board chair or the personnel committee as appropriate. ~ The chair may call an executive session if warranted.
- 5.4 ~ **Conduct.** Respectful, constructive and courteous conduct is expected in meetings and when representing EMSWCD. ~ Frank discussion and critical questions are encouraged, but disruptive or destructive behavior will not be tolerated.
- 5.5 ~ **Confidential Information.** Board members are expected to protect the confidentiality of communications from EMSWCD's attorney, executive session discussions and other sensitive information.
- 5.6 ~ **EMSWCD Representation.** Board members are expected to be clear about when they are speaking for EMSWCD and when they are not. ~ If speaking for EMSWCD, board members are expected to represent accepted policy or the position of the Board as a whole.
- 5.7 ~ **Public Outreach.** Board members should keep the public, landowners, other constituencies, county commissioners, legislators, agencies, organizations, funders, and the media informed of EMSWCD programs, services, achievements, and needs.
- 5.8 ~ **Public Participation.** Board members should invite constituents, volunteers, partner agencies, and groups to board and committee meetings to explore issues and seek solutions. ~ When communicating with the press, board members are expected to ensure that the entire Board and the Executive Director are aware of what is being communicated. ~ 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.
- 5.9 ~ **Identification of Needs.** Board members should identify conservation needs and bring them to the Board for discussion.
- 5.10 ~ **Knowledge of EMSWCD.** Board members should have a good understanding of EMSWCD's history, existing programs, ongoing work, legal authorities, and institutional relationships. ~ Board members should read the regular activity reports and other communications from the executive director to stay abreast of events between meetings.
- 5.11 ~ **Meeting Attendance.** Board members 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 out-of-town event per year should also be expected.

5.12 ~ **Meeting Preparation.** Board and committee materials should be read before meetings.

5.13 ~ **Public Service.** Board members are expected to serve the public and the resources of EMSWCD to the best of their ability. ~ Board members should keep the public interest and EMSWCD's mission foremost.

5.14 ~ **Timeliness.** Board and committee meetings should commence on time, which requires that board members arrive five to ten minutes prior to the meeting time or notify the board or committee chair of absences or late arrivals.

5.15 ~ **Training.** All new board members are expected to thoroughly review and obtain a working knowledge of all on-boarding materials provided by the executive director and to attend at least one board training during the first year of service. ~ Thereafter, all board members are expected to participate in at least one board training event per year.

## 6. OFFICER QUALIFICATIONS, POSITIONS AND DUTIES

6.1 \* **Officers.** ORS 568.560(4) requires the elected board of directors to designate a chairperson, secretary and "other officers as necessary and may, from time to time, change such designation." ~ EMSWCD's officer positions and duties are described below. Only Board Directors may serve as Board officers. ~ All appointed committee members may serve as committee officers.

6.1.1 \* **Chair.** ^ The Chair of the Board will do the following:

- ^ Preside at meetings of the Board of Directors. ^ The chair of committees will preside at committee meetings.
- ^ Maintain order in meetings and ensure that meetings are effective and conducted in accordance with Oregon Public Meetings Law and consistent with these policies and procedures.
- ^ Request or require that disruptive attendees stop engaging in disruptive behavior and leave the meeting if necessary.
- ^ Consult with the Executive Director (or assigned staff for committees) regarding the preparation of each board meeting agenda and provide an opportunity for board/committee members to recommend agenda items.
- ^ Have the same right as other members of the board/committee to discuss and to vote on questions before the board/committee.
- ^ Call special meetings and executive sessions of the board/committee as



authorized by the Oregon Public Meeting Law.

- ^ If feasible, conduct exit interviews for all outgoing board members.

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

6.1.3 \* **Secretary.** ~ The Secretary will:

- ~ Ensure that EMSWCD staff take accurate minutes of each board meeting and distribute minutes to each board member in a timely manner for review prior to approval.
- ~ Review draft meeting minutes and provide comment and tentative approval.
- ~ Ensure that EMSWCD staff maintain properly authenticated official minutes in chronological order.
- ~ Provide an overview of action items and the draft meeting minutes at each board meeting and presenting them to the Board for their review and approval.

6.1.4 ~ **Treasurer.** The Treasurer of the board will review and approve monthly financial bank statements and reconciliation reports to ensure that accurate accounting and financial records are being maintained.

## **7.0 OFFICER TERMS AND ELECTIONS**

7.1 ~ **Qualifications.** Only Board Members may serve as Board officers. Any committee member may serve as a committee officer.

7.2 ~ **Selection; Removal.** Board officers are selected by a majority vote of the Board of Directors. Committee officers are selected by a majority vote of committee members. ~ Board officers are normally elected at the January board meeting in odd-numbered years. ~ Committee officers are elected at the first committee meeting of each calendar year.

~ If a new officer is not elected at the first regular or special meeting of the year, the board/committee may hold elections over to the next regular or special meeting or continue balloting as many times as necessary to obtain the majority for a single candidate.

~ Any officer appointed or elected by the board may be removed by a majority vote of the board at any time.

7.3 ~ **Terms.** Board officers serve two-year terms. Committee officers serve one-year terms. ~ The terms of all board officers, unless terminated earlier, expire on December 31 of even-numbered years, but are extended automatically until the next regular or special meeting at which officer



elections are held.

~ The terms of all committee officers, unless terminated earlier, expire on December 31 of each year, but are extended automatically until the next regular or special meeting at which officer elections are held.

~ Board officers may serve no more than one full term consecutively in each position. Committee officers may serve no more than two full consecutive terms in each position. ~ The board and committees may, however, suspend these limits if no other candidates are willing or able to serve in an officer position.

~ For purposes of determining board officer term limits, a full term is considered to be the 24-month period between January of odd-numbered years and December of even-numbered years. For the purposes of determining committee officer term limits, a full term is considered to be the 12-month period between January and December of each calendar year. ~ If an officer serves for less than a full term, then this will not be considered part of the full-term limit period.

## **8. COMMITTEES**

8.1 ~ **“Committee Defined.”** Any group created by the Board of Directors to explore a particular issue, policy, or procedure of the District. ~ If the committee includes a quorum of the Board of Directors, or is charged by the Board of Directors with developing recommendations for board action, the committee must comply with the requirements of Oregon’s public meetings laws (notice, quorum, minutes) (see [https://www.oregonlegislature.gov/bills\\_laws/ors/ors192.html](https://www.oregonlegislature.gov/bills_laws/ors/ors192.html)).

8.2 ~ **Membership.** Committee membership is determined each year, normally in January, by a majority vote of the board of directors. ~ Committee membership can be augmented or changed during the committee term by a majority vote of the board of directors. ~ Staff support to each committee will be determined by the executive director.

8.3 ~ **Voting.** All committee members have the right to vote on matters before the committee. Staff assigned to support committees will not vote.

8.4 ~ **Standing Committees.** The standing committees, their purposes, and general nature of meetings will include:

- \* **Budget Committee:** Reviews and approves EMSWCD’s budget and related activities on a fiscal year basis.
- ~ **Land Legacy Committee:** Evaluates the role, opportunities, and activities of the Land Legacy Program and makes recommendations to the board regarding related policies, approaches, and land acquisitions.
- ~ **Personnel and Policy Committee:** Makes recommendations regarding staff and human resources-related policies to the board. ~ The executive director is empowered to conduct staff exit interviews, but staff may request an exit interview with the Personnel committee.



8.5 ~ **Other Committees.** Additional standing committees and/or ad-hoc/special committees may be established by the board when determined necessary by the board.

8.6 ~ **Review.** Committee purposes and authorities will be reviewed and approved each year, normally in January, by a majority vote of the board of directors in January of odd numbered years.

## **9.0 MEETING PREPARATION**

9.1 \* **Public Meetings Law.** EMSWCD board and committee meetings are governed by Oregon's Public Meetings Law. [https://www.oregonlegislature.gov/bills\\_laws/ors/ors192.html](https://www.oregonlegislature.gov/bills_laws/ors/ors192.html). \* Public notice is required for all meetings for which a quorum is present. \* Executive sessions, though they are not open to the public, are still "public meetings" for which notice is required.

9.2 ^ **Agendas.** Two weeks prior to each meeting, staff assigned as leads for each board or committee meeting will work with the board and committee chairs to identify the major topics of each meeting. ^ The major topics will be sent to the clerk for the board of directors.

^ Seven days prior to each meeting, draft agendas will be completed by the executive director (or assigned staff for committee meetings) and the board and committee chairs with input from other board and staff members. ^ Agendas will identify any items where a decision is requested.

^ Immediately upon completion, the clerk will distribute draft agendas and supporting materials (including the previous meeting minutes) to the board/committee members, staff, and the public. ^ All materials will be made available electronically and, upon request, in hard-copy form.

^ At the meeting itself, the meeting agenda and all supporting meeting materials will be made available electronically to board and committee members and staff unless otherwise requested.

^ Hardcopies of the meeting agenda and all supporting materials will be provided upon request.

9.3 ^ **Notices.** The clerk will draft the public notices. EMSWCD's intent is to issue a public notice for all board and committee meetings at least seven business days prior to the meetings. ^ Some meetings (i.e., the annual meeting and some budget meetings) require two notices prior to their occurrence. ^ The clerk will be responsible for properly noticing all public meetings, which includes sending the meeting notices to individuals and entities that have specifically requested notification.

## **10.0 GENERAL MEETING PROCEDURES**

10.1 \* **Quorum; Notice Required.** A quorum of the board constitutes a majority of the board directors only ~ (as associate directors and Directors Emeritus do not vote). \* In EMSWCD's case, a quorum of the board is at least three board directors. ~ A quorum of a committee constitutes a majority of the committee members, which varies by each committee.

\* Whenever a quorum of the board or a committee meets, proper prior public notification must be made (see Section 9.0 above). \* If decisions or actions will be contemplated by the board or a



committee, a quorum of the board or committee must be present.

**10.2 ~ Procedures.**

10.2.1 ~ Punctuality. Board/committee members and staff are expected to arrive 5-10 minutes prior to the beginning of each meeting. ~ Meetings will start on time.

10.2.2 ~ Order of Business. The agenda and time limits for each agenda item will be followed as closely as possible. ~ At the time stated for making such requests, members of the public or of the board/committee may request that an item be added to the agenda. ~ At the discretion of the chair or by a vote of the board/committee, the agenda may be revised.

10.2.3 ^ Role of Board Chair. The chair has authority to preside over the meeting. ~ The chair must recognize any director/committee member who is entitled to speak and requests to do so. ~ The chair may interrupt a board/committee member or other speaker when necessary to move the agenda forward or to enforce established meeting rules.

^ 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.

10.2.4 ~ Discussion. Discussion will be limited to the subject matter being discussed. ~ The chair is responsible for keeping the discussion to the issue at hand. ~ A director/committee member may give an explanation of a subject before making a motion for the board's/committee's consideration. ~ Informal discussion may take place in order to properly frame the motion and to ensure all directors/committee members understand the motion before discussion begins. ~ No debate on the matter will be allowed until a motion has been made.

~ The director/committee member making the motion has the right to speak first during the discussion. ~ No director/committee member will begin speaking while another director/committee member is speaking.

~ The chair may ask a director/committee member to cease speaking if his or her comments are repetitive of remarks previously stated. ~ The chair may limit the number of times each director/committee member may speak to the same motion at the same meeting. ~ No director/committee member may speak to a motion a second time until every director/committee member who desires to speak on the motion has had an opportunity to do so.

10.2.5 ~ Voting. All business requiring board/committee action will require a motion by a board director or committee member; a second by another director or committee member; and approval by a majority of the directors/committee members unless unanimous approval is required by law or other applicable rule. ~ The chair may second motions, discuss motions, and vote.



10.3 **Meeting Minutes.** \* The clerk will keep written minutes for all board and committee meetings including emergency and executive sessions. \* The clerk will track decisions, positions, motions, resolutions, and actions of the board and committees. ~ Every meeting will also be audio recorded.

10.3.1 ~ Review. After transcribing the meeting minutes, the clerk will send the minutes to relevant staff and committee members, and (for board meetings only) the secretary for review of accuracy and completeness.

~ Minutes will also be reviewed for accuracy and completeness at the following relevant meeting, amended as needed, approved by the board or committee and then, for board meeting minutes, signed by the secretary.

10.3.2 \* Public Record. ~ All approved minutes will be maintained in electronic format \* and be made available to the public. Executive session minutes may be exempt from disclosure as described in Oregon Public Records Law. \* Any hardcopy handouts or electronic presentations made during any board or committee meeting will become part of the public record. \* Electronic versions of the documents and presentations will be obtained, kept on file, and made publicly available.

10.3.3 ~ Distribution. All approved board meeting minutes will be emailed to a specific group of recipients as requested by ODA.

## **11. PROCEDURES FOR FORMAL DECISION-MAKING**

11.1 ~ **Process.** When a formal decision is required by the Board, the Board chair will implement the following general procedure:

11.1.1 ~ After the topic has been introduced and discussed, the chair calls for a motion on the matter.

11.1.2 ~ Any board member other than the chair may make the motion, being as specific as possible about what the board is to vote on.

11.1.3 ~ Once the motion is made, any board member may request to modify, amend, or clarify the motion. ~ If the motion is changed, the board member who made the original motion withdraws the motion and any board member may make a new motion.

11.1.4 ~ Once the motion is made (or amended), the chair requests a second. ~ Any board member other than the chair or the member making the motion may second the motion. ~ If no second is made, the motion dies for want of a second.

11.1.5 ~ If the motion is made and seconded, the chair calls for any further discussion.

11.1.6 ~ At the conclusion of the additional discussion (if any), the chair calls for a vote on the motion. ~ For example, "All those in favor of [state the motion] say 'aye'" And "those



opposed, say ‘nay.’”

- 11.1.7 ~ Board members, including the chair, may vote collectively by voice vote, or the chair may request an individual voice vote by roll call of the members present and add the chair’s vote to the individual votes.
- 11.1.8 ~ If a board member must abstain from voting due to an actual conflict of interest or other reason, instead of saying “aye” or “nay,” the board member should announce that he or she abstains.
- 11.1.9 ~ After taking the vote, the chair announces, “the motion is passed” or “the motion fails,” whichever applies, and direct any board members or staff to take the appropriate action to implement the decision.
- 11.1.10 ~ The outcome of the vote must be recorded in the meeting minutes. If the vote is unanimous, the minutes may reflect a unanimous vote. ~ If there is a split vote, the minutes should reflect how each member voted, including any abstentions.
- 11.1.11 ~ If circumstances indicate or require an alternative voting procedure, the table in Appendix 1 provides procedures for common types of motions. ~ If the table in Appendix 1 does not adequately address the matter, Roberts Rules of Order will be consulted to determine the appropriate procedure under the circumstances.
- 11.1.12 ~ No decision of the board will be invalid due to failure to strictly adhere to the processes described in this policy, provided the meeting minutes accurately reflect the matter voted on and the outcome of the vote.

**~ Appendix 1: Motion Summary**

| Motion to...                   | Second Required | Can be Discussed | Can be Amended | Can be Reconsidered    | Number Directors for Acceptance | Out of Order When Other Business |
|--------------------------------|-----------------|------------------|----------------|------------------------|---------------------------------|----------------------------------|
| Adjourn                        | No              | Yes              | 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<br>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                               |