

SPRD Board Operations, Procedures, Training and Orientation

Adopted by board of directors on 02/09/2016

PUPPOSE

- (1) To provide information and procedures sufficient to insure compliance with state laws governing elected officials;
- (2) To establish the framework within which board members work with each other, the Executive Director and Public;
- (3) To orient new board members with board approved operating procedures defining board members' duties, responsibilities, and code of conduct;
- (4) To inform prospective board members, stakeholders, and other interested parties about the roles and responsibilities of the Board, board members, and Executive Director.

This material should be reviewed periodically, at which time the board may choose to alter these operating procedures to best fit the board's scope and role in governing the Sisters Park and Recreation District (SPRD).

AUTHORIZATION AND HISTORY

Special districts are authorized under *Oregon Revised Statutes* (ORS) Chapter 198 and may only exercise powers expressly provided by law. The SPRD is an Oregon special district, authorized to levy taxes and legally hold property for the purpose of providing park and recreation services to residents living within the district's taxing boundary. To provide these services, the district may purchase supplies, employ staff, enter into contracts, and perform other incidental tasks necessary to implement the business of the district. The district is not authorized to provide services typically provided by municipal governments.

What is now Sisters Park & Recreation District (originally Sisters Organization for Activities & Recreation or SOAR) was founded in 1995 as a non-profit organization to provide recreation, sports and enrichment programs for Sisters area youth and families. In 1998 voters approved the formation of a special district known as SOAR. The District boundaries are similar to the Sisters School District boundary. As of 2012, the district serves Sisters and outlying areas totaling about 14,000 residents. In 2009 the name of the organization was changed from SOAR to The Sisters Park & Recreation District.

The Sisters Park & Recreation District is governed by a board of five elected officials. The Board of Directors is responsible for the district's fiscal integrity and serves to establish policy, goals and plans that guide and direct the Executive Director in the performance of the district's business. ORS Chapter 266 governs the board's duties, but the board determines its own general operating procedures. This manual provides the framework within which board members may lawfully execute their duties.

INDEMNITY

The board of directors and individual board members are entitled to indemnity under the Oregon Tort Claims Act (OTCA) when the board and individual members are acting within the course and scope of their lawful authority. OTCA states that, "The sole cause of action for any tort of officers, employees or agents of a public body acting within the scope of their employment or duties... shall be an action against the public body only." When a board member acts outside the course and scope of their elected position and authority, they have no protection under OTCA.

OPERATING PRINCIPLES

Operating principles define the beliefs, values and methods of working together. Successful organizations are the result of effective and dynamic leadership. In order to promote such leadership board members must agree on the basic ways of working together. In addition, the manner in which the board and administration conduct their business becomes a model throughout the district for participants, teachers, coaches, parents,

and staff on how problems are resolved.

The topics that follow outline the manner in which all board members agree to conduct SPRD business and maintain positive relationships.

BOARD MEMBER VALUES

(1) The board and directors value the worth and dignity of every person, the pursuit of truth, devotion to excellence and importance of furthering the district business to the best of his or her abilities.

(2) The board's and director's primary professional concern will always be for the district and for the development of the district's potential. The director and board will therefore strive for professional growth and will seek to exercise the best professional judgment and integrity at all times.

(3) Aware of the importance of maintaining the respect and confidence of one's colleagues, of participants, of parents, of coaches, of staff and of other members of the community, the directors and board strives to achieve and sustain the highest degree of ethical conduct.

(4) The board and individual director agrees to conduct itself in a manner consistent with the **"Speak Your Peace Civility Project"** (SYP) including the following tenets:

Today I will:

1. **Pay Attention.** Give your full attention to the person and subject.
2. **Listen.** Wait to form your reply until the other person has finished speaking.
3. **Be Inclusive.** Invite both sides of a discussion to the table.
4. **Not Gossip.** Conduct business in a professional manner.
5. **Show Respect.** Don't be dismissive.
6. **Be Agreeable.** Consider compromise and team work over doing nothing.
7. **Apologize.** Do not be afraid to say you're sorry, it is not a weakness.
8. **Give Constructive Criticism.** Be kind. Be ready to hear your own criticisms.
9. **Take Responsibility.** Do what you say you'll do.

COMMUNICATION

The Executive Director will inform the board of pertinent activities of the district. The board does not want surprises; if it's likely to be in the newspaper, the board should know about it. The Executive Director will use e-mail to communicate on routine matters to the board. During crisis situations, the Executive Director will send out an email and also attempt to reach each board member via telephone beginning with the board chair.

Board members are encouraged to inform the Executive Director of any communications they receive from district patrons, whether positive or negative in nature. This can provide valuable information to the Executive Director. The Executive Director should also be made aware of conversations with community members that directly reflect on the operation or projects of the District. The Executive Director takes direction from the board as a whole. Individual board members will refrain from making requests of the Executive Director for information (except minor explanations and clarifications) and from giving direction to the Executive Director regarding district business.

In order to build and maintain a culture of trust, fairness, and openness, the Executive Director will inform all board members of any substantial conversations with any other board members that occur outside of regular board meetings.

EFFECTIVE MEETINGS

When Board involvement is required or requested, these matters should be brought forth far enough in advance so that subcommittees or the board as a whole can carry out the appropriate due diligence in a timely manner.

Board members will receive an agenda and all pertinent documents prior to board meetings via email. Each member should take the time to read all materials and seek clarification and any additional information from the board chair prior to the board meeting.

District administration should develop recommendations that consider the best interests of the public and the needs of the district consistent with policy and direction previously established by the board.

HANDLING CONTROVERSY

The board should use a variety of strategies in dealing with controversy or sensitive issues. In general, the SYP tenets will be followed (Board Member Values (4)). Examples are as follows:

- (1) The chair can call a short recess if it appears that people need to regroup or regain their composure.
- (2) A special meeting can be called to deal with a topic that appears likely to need extended time
- (3) The board may ask the Executive Director to investigate a concern or complaint.

Generally, the board does not take final action on a complaint or significant issue during the meeting at which it is presented. While the board needs to provide a timely response, board members need time to review, study and deliberate the merits of any complaint or significant issue.

Complaints should be resolved at appropriate administrative levels. The Executive Director should prepare and forewarn the board of any concerns likely to rise to the board for consideration.

The Executive Director and/or Board Chair should follow up with all persons that address the board. Thank them, assure them that they were heard, and inform them about any follow up action that may be taken at the direction of the board.

DEALING WITH CITIZEN OR STAFF COMPLAINTS

The following process is recommended for the Executive Director and board members who are contacted by a member of the community or staff member who has a complaint:

- (1) Pay attention and listen to the concern. Maintain a professional demeanor.
- (2) Explain the district process for resolving concerns and conflicts. Describe the appropriate channels that should be followed if the complaint is not resolved.
- (3) Direct the individual and concern to the person immediately responsible.
- (4) Explain that as a final resource any complaint can be submitted to the board and that the board practice is to carefully investigate complaints before taking any action. Explain that complaints raised against individuals cannot be addressed in a public meeting.
- (5) Remind the person that you are not speaking for the board and that you are merely taking input and will communicate the complaint to the entire board and/or staff for consideration.

Unanticipated controversy that is a non-agenda item should not be allowed to dominate an otherwise well-planned meeting. Stating up front that there is a time limit and that the concern will be investigated and possibly placed on the next agenda is an appropriate response.

DEVELOPMENT, ADMINISTRATION AND REVIEW OF BOARD POLICY

The SPRD board of directors exercises final approval of all district policies, plans and direction. All board members should be supportive of everything that has been approved by the board.

MEETING AGENDA AND DECISION MAKING

The board chair and the Executive Director will prepare the agenda for work sessions, executive sessions, regular board meetings and any special meetings. Board members can contact the chair to discuss placing an item on the agenda. Typically, materials will be emailed to all board members a week prior to any board meeting. Any board member at the start of any meeting can make a motion to delete any item or to change the order of the items on the meeting agenda.

The Executive Director and the board chair will determine which items to propose in the “consent” section of the agenda. The consent items are approved in one motion and contain those items that are routine in nature that all members will generally approve. Typically, this includes such items as minutes of the previous meeting, personnel actions and annual appointments. Items will be removed from the “consent section” to be acted on separately at the request of any board member.

Board members should read agenda materials, understand the issues, and be prepared to discuss and debate all of them. Realize that discussion and debate informs the public as well as all board members. Robert's Rules of Order as implemented by SPRD must be followed on all issues.

Any task to be given to the Executive Director or to one or more board members will require a motion, second, discussion and vote.

The board chair should maintain order and process with all debate and discussion. Speak Your Peace and Robert's Rules of Order, as implemented by SPRD, shall be used for all issues that require a motion.

Robert's Rules of Order for SPRD

It is the intent that these rules will allow every board member to be heard and to make decisions on motions that come before the board without confusion.

A motion shall be put on the agenda as worded by the board member bringing the motion. In the case of standard business items such as the approval of minutes, standard wording can be assumed and any board member may bring forth the motion.

A motion that is not on the agenda but relevant to a motion being considered or a discussion at hand may be brought forth by requesting permission from the Board Chair at any time during a regular board meeting.

Once a motion is made, one must wait for a second before discussion can be had.

The Board member bringing the motion will be allowed to speak in favor of the motion first. The mover may only speak again after all other board members have spoken unless called upon by the Board Chair.

The Board Chair may establish a time limit for each speaker.

The Board Chair will call for a vote only after all relevant discussion has taken place to the satisfaction of the entire board.

As with all board interactions, be courteous and respectful according to the Speak Your Peace Tenants (Board Member Values (4))

CONTACT WITH THE PRESS

Board members should direct press inquiries, requests for information and discussion of district issues to the Executive Director or appointee (generally the Board Chair). In the absence of an appointed District spokesperson, the Executive Director assumes this role.

CONTACT WITH LEGAL ADVISORS

Any and all Board contact with legal counsel regarding issues of law or legal risk must first be approved by a motion of the board of directors.

THE BOARD OF DIRECTORS AS A TEAM

The SPRD board of directors works together as a team of volunteers elected to represent district residents. The board is charged with providing vision and long range planning, developing policies, and evaluating district functions and operations. The board conducts its business through the deliberation of agenda topics to reach sound decisions and provide clear direction to the Executive Director. At the conclusion of these deliberations, each board member agrees to support final decisions formalized by a vote of the board, and to provide the Executive Director with a unified direction. The following tenets support the board's team dynamics:

- (1) The board of directors is a team of five district residents elected to act on behalf, and for the benefit, of all district residents. Each board member is equally responsible for the fiscal integrity of the district as well as ensuring that park and recreation services are properly managed in accordance with decisions reached by the board in regular, special, or executive-session meetings.
- (2) Board members should be free from commitment or obligation to any special group or interest that may interfere with his or her ability to perform district duties. Board members must avoid any actual conflict of interest with respect to their fiduciary duties, or actions, and strive to avoid any perceived conflict of interest. All conflicts should be declared at each public meeting in advance of discussion of the topic that creates the conflict.
- (3) The board can deliberate and transact business that is legally binding on the district only during a properly noticed regular or special meeting with a quorum of the board present. No formal decision may be made in executive session. Minutes must be recorded for every board meeting, including executive sessions. Discussions in executive session are not public and should remain confidential.
- (4) The board retains full legislative and judicial authority over the district in accordance with state laws and the expressed will of the citizens, but delegates all executive, operational and supervisory authority to its Executive Director, hired by the board as the district's chief executive officer.
- (5) The board should avoid taking a direct hand in the administration of the district, thereby keeping the role and function of its Executive Director clear to the public, SPRD professional staff, and other stakeholders.
- (6) The Executive Director serves the board as a technical advisor in planning and policy-making, as an executive by ensuring that board actions are implemented, and as a consultant to evaluate the results of board actions. The board shall evaluate the executive director on an annual basis. Board members should not publicly express individual judgments of staff performance, but may express their concerns to the Executive Director, preferably in a meeting of the board of directors.
- (7) Board members exercise their duties only when the board is in session. However, many members of the community assume that board members are on duty 24 hours a day and expect them to answer questions and hear concerns at any time. An individual board member has no authority to speak on the board's behalf without board authority; however, individual board members have both the right and the duty to discuss park and recreation matters with the public. Board members may choose to publicly express dissenting opinions after a vote but should respect the majority decision.

(8) A citizen may confront an individual board member with concerns or complaints that should properly be addressed by the Executive Director or referred to the entire board. In this case, board members should relay the concern to the Executive Director to address or to produce a report for the full board's consideration. If satisfactory resolution cannot be accomplished through this procedure, the board may, if it deems it advisable, grant a hearing to the citizen. Such a hearing will be held during a regular or special session of the board. When a board member is confronted with a situation that justifies a departure from this procedure, the board member should withhold commitment or opinion until the matter has been presented to the board during a regular or special session where all aspects of the issue can be aired.

(9) The board chair is the official spokesperson for the Board of Directors. On occasion the news media or a special interest group will ask an individual board member to speak on a particular topic, in which case the board member should refer the person to the board chair, who can either speak on behalf of the board or appoint a board member to do so. Interactions with the public, press, and other entities by individual board members should accurately represent and respect the board's final decision. When speaking publicly as an individual, each board member should indicate that the board member is not speaking in his/her official capacity. Depending on the topic, the chair may also defer to the Executive Director as the official spokesperson of the district.

(10) Board meetings are critically important to the district. They are the primary forum where interested community members and the media come to hear the district's deliberations and recommendations, where the community can come to share public testimony, and for the board to consider the Executive Director's recommendations and reports. For this reason, an effective board meeting should have a well-planned agenda prepared by the Executive Director and the board chair.

PLANNING

Visioning and long-range planning are among the board's most important functions. Board members need to plan the future needs of parks, trails, natural areas, recreation facilities and programs, and build community support for development and funding. The board of directors also coordinates diverse constituent interests, including the City of Sisters, Deschutes County, user groups, business owners, environmental groups, non-public recreation providers, and other stakeholders. To balance the varying needs of these groups, the district will undertake a planning process from time to time that requires each board member to understand and carefully weigh varying interests. To be effective visionaries, board members develop and then rely upon planning documents, each with a specific purpose, to guide board and management decisions. Primary planning documents include the *SPRD Strategic Plan*, the *Fund Development plan*, the *annual budget*, and *work plans*:

1. Strategic Plan

The strategic plan lays out the vision and mission for programs and focuses on organizational needs for a three-year period. It includes goals, strategies and details to meet the mission and move the organization towards the vision. It is a living document that is used as a basis for regular board meetings and is updated annually. A new plan is developed every three years.

2. Fund Development Plan

As a partner to the strategic plan, the fund development plan describes how the organization will go about raising funds to support the work. It includes specific fund raising activities and sets goals for each.

3. Annual Budget

The approved *Strategic Plan* includes a forward look at three years of planned budgets. The budget is updated each year during the strategic planning review process

4. Annual Work Plans

District work plans are based on the strategic plan and are developed and implemented by the Executive Director. Work Plans are updated annually following the strategic planning process to ensure that resources are being spent on activities that will meet the board's direction.

BOARD FUNCTIONS

The board recognizes and maintains the distinction between activities appropriate to the board of directors (as the district's legislative governing body) and administrative duties performed by the Executive Director (as the delegated administrator). The board's four primary functions are policy-making, planning, evaluation and fiscal oversight. The board conducts its business in formal meetings with the support of the Executive Director. The board elects all officers at the first meeting of each fiscal year. The duties of the chair, vice chair, individual board members (i.e., "directors"), board secretary, executive director and recording secretary are summarized here:

A. Board Chair:

1. Presides over official meetings of the board of directors.
2. Assists the Executive Director in establishing the agenda for all board meetings.
3. Provides direction and oversight to ensure the district operates in compliance with the *Oregon Revised Statutes*.
4. Ensures that new board members receive a thorough orientation to the district and responsibilities of the board.
5. Coordinates the board's annual planning activities and ensures that annual goals approved by the board are pursued by the board and completed.
6. Facilitates positive interaction among board members, encouraging an open exchange of ideas, suggestions, and opinions at all meetings.
7. Creates standing and special committees, with board concurrence; appoints chairpersons and members of those committees, with board concurrence; and advises those committees on compliance with the *Oregon Revised Statutes* and this manual.
8. Calls special meetings and/or work sessions, as necessary.
9. At all meetings works to build consensus, commitment, and synthesis among board members on all issues that come before the board.
10. Encourages citizen participation at board meetings by creating a cordial, friendly, open, and responsive atmosphere.
11. Encourages all board members to comply with district policies and informs the board of any deviations.
12. Serves as the spokesperson for the board of directors and represents the actions of the board in a manner that reflects positively on the district.
13. Organizes and conducts, with the participation of all other board members, the annual evaluation of the Executive Director.

B. Vice Chair:

1. In the chair's absence, the vice chair performs the duties of the chair.

C. Directors (Individual Board Members):

1. Work as a team member in performing the duties of a director and accepts decisions by the majority of the board as the district's position on all issues.
2. Conducts district affairs such that integrity is maintained and is perceived positively by district residents.
3. Formulates and evaluates legislative, administrative, personnel and other policies.
4. Promotes district affairs by engaging in public relations activities that cultivate a positive

- public image of the district and its board.
5. Fully participates in short-term and long-term planning, ensuring that district resources are used efficiently and effectively.
 6. Assists in identifying the district's park and recreation needs by encouraging public participation through such means as needs assessments, community surveys, and other methods of gathering community-input.
 7. Actively promote the district's vision and core values by participating in district promotional activities and events.
 8. Instills pride in district residents and SPRD staff by creating a dynamic and responsive organization dedicated to meeting the needs of its residents.
 9. Protects the district's long-term success by maintaining a stable fiscal foundation.
 10. Develops, adopts, and monitors the district's budget.
 11. Serves as a liaison with other related organizations, institutions, and agencies, and nurtures positive and mutually beneficial relationships.
 12. Participates in the board's legislative decisions by offering ideas, suggestions, and opinions regarding policy.
 13. Participates in goal setting by sharing ideas, opinions, and suggestions, thereby helping to achieve the district's mission.
 14. Encourages and monitors a system of accountability to ensure that the district's financial affairs, official minutes, and other documents comply with applicable *Oregon Revised Statutes*.
 15. Participates in hiring and evaluating the Executive Director.
 16. Seeks to understand perspectives from a broad base of constituents.
 17. Participates in district programs and routinely observes district services, areas, and facilities to assess effectiveness in meeting SPRD's obligations.

Board Secretary —The board is required to appoint a director or staff person as board secretary, in accordance with ORS 266.370. As a matter of practice, the board may annually appoint the Executive Director to serve in this capacity. The board secretary represents the *board in business matters and signs ordinances, resolutions, proclamations, correspondence, contracts, and deeds on behalf of the board and district.*

Recording Secretary —The board secretary may also serve as the recording secretary who takes the minutes and/or audio records all board meetings and other meetings as directed by the chair. This position may also be filled by the Executive Director or another administrative staff member as directed by the board chair.

Board Treasurer — The board may appoint one of the directors to serve as the Board Treasurer. The Board Treasurer represents the board in financial matters by:

1. Reviewing the financial statements, financial documents, bank statements, and monthly reports.
2. Assisting in the budget process.
3. Reporting to the board on the financial condition of the District at regular board meetings.
4. Assisting the Executive Director in preparing and filing necessary tax documents.

Executive Director — The Executive Director is the district's chief executive officer and works under the direction of the board of directors. The Executive Director is responsible for all district administrative functions, staffing, and policies to ensure the board's objectives and the district's legal obligations are met. The Executive Director represents the district to its residents and stakeholders and is charged with upholding the district's values. The Executive Director hires and supervises all staff, and is ultimately responsible for the district's financial management. The board may, at any time, create or amend policies to limit or expand the scope of the Executive Director's power and responsibility.

LAWFUL BOARD MEETINGS- ORS 192.610 - 192.710

All meetings of the board are subject to Oregon public meetings law.

Regular Meetings

The board will determine the place and time for regular board meetings during the first regular meeting of each fiscal year. The board may also choose to periodically conduct meetings throughout the community to ensure community engagement and inclusion. Visitors are invited to address the board at the end of work-session discussions and the beginning of regular business meetings, unless otherwise determined by the board. Any visitor addressing the board shall state for the record their name, address, and subject matter. Notification of all meetings must be posted 5 business days in advance. The posts include meeting time, place, and topics on the agenda. Posts are made on the district's web page, at City Hall, and with local media.

Quorum- ORS 192.660

The Board of Directors has five members; therefore, the presence of three members constitutes a quorum and makes the meeting lawful per Oregon law. It takes three yes votes to pass any motion regardless of the number of directors at the meeting eligible to vote. A board member participating via teleconference may be counted as present both for quorum and voting. Those participating in a meeting by teleconference shall have their votes recorded in the usual manner, and the minutes of the meeting shall indicate such presence by teleconference. To confirm their votes, the chair shall elicit an express response from any member participating by teleconference. A quorum of affirmative (i.e., "Aye") votes is required to fill a board member vacancy, or to adopt any motion involving the expenditure of money, or the letting of any contract, or any motion upon which the "Ayes" and "Nays" are demanded by any board member. Email voting is not allowed.

Special and Emergency Meetings- ORS 192.620–192.690

Special and emergency meetings may be called at any time by the chair or any two board members and must be noticed by posting written public notification stating the time, place, and purpose of the meeting. If the chair or any two board members call a special or emergency meeting, the executive director shall be advised to ensure that proper public notification of the meeting is made in accordance with Oregon public meeting law. Minutes and/or an audio recording are required.

Executive Sessions- ORS 192.660

Executive sessions may be conducted pursuant to ORS 192.660 (2) (h). Executive session topics and discussion are to be held confidential by all board members and staff and may not be disclosed by the media. The board *may not* take action in executive session; however, it is acceptable to reach a consensus. If discussion in executive session results in a consensus requiring a formal decision of the board, the executive session must be adjourned and an open session convened for a motion and vote of the board conducted in view of the public. Minutes and/or an audio recording are required and Executive Sessions should be posted with at least 24 hours notice.

Agenda

An agenda, which sets forth the order of business for meetings, shall be prepared and made available to the board and the public no less than 48 hours before the meeting. The agenda shall contain supporting data for the suggested items of business, with the Executive Director's recommendations regarding agenda items as appropriate.

Sample meeting agenda

1. Call the meeting to order.
2. Review and approve agenda: Board members may propose changes (to delete or change order) to the agenda.
3. Receive Guests.
4. Consider approval of past meeting minutes.
5. Board Action Items.
6. Board Chair's Report.
7. Executive Directors Report.
8. Unfinished Business Status and discussion.
9. New Business discussion.
10. Board Member Reports and Comments.
11. Public Input on items not on the agenda.
12. Adjourn Meeting.

Minutes of Board Meetings- ORS 192.650(1) and ORS 192.410–192.505

ORS 192.650 requires that minutes and/or a recording be made of each meeting and be kept on file as a permanent record of the district. A record of board actions shall be set forth in full in the official minutes/recordings of the board. The recording secretary is custodian of the minutes/recordings and shall make them available to anyone, subject to Oregon Public Records law and district policy.

Absence from a Meeting

Board members are expected to notify the board chair, board executive secretary, or recording secretary if they are unable to attend a meeting. If forty eight (48) hours advance notice of a board member's impending absence is provided, that board member shall be listed as an "excused absence" in the official record of that meeting.

Board Vacancy- ORS 198.320(2), and Oregon Constitution, Article II, Section 9

A board position may become vacant if the board member resigns, moves outside the district boundaries, is recalled by election, dies, is convicted of a felony, refuses to take the oath of office, misses too many meetings without being excused, or is found to be mentally incapable of performing the duties of the position. In the event a vacancy in the membership of the board occurs, a successor may be appointed by a vote of the board until the board calls a special election or the next general election is held. The period of service of the newly appointed board member will be subject to ORS 198.320, subsection (2): "Filling of vacancies on boards of certain districts."

Rules of Order

Procedures not provided for in this manual or by statute shall be determined by *Robert's Rules of Order*, as revised and stated above.

Voting

All votes on motions related to contracts, expenditure, of funds, employment of personnel, and all resolutions, shall be determined by recorded votes of "Aye" or "Nay." Any board member may request a roll call vote.

Amendment or Suspension of Policies

Any board policy may be suspended or revoked by a majority vote of the board. The Executive Director may, in an emergency, suspend any part of these rules and regulations as they pertain to the administration of the district, provided that the executive director reports the facts and reasons for such suspension at the next board meeting, and provided that the suspension shall expire at the time of said report unless continued by the board.

Government Ethics-ORS Chapter 244

Service as a public official is a public trust and as such all public officials must comply with state law as described in ORS Chapter 244. *Conflicts of Interest*—Oregon’s “Government Ethics” law (ORS Chapter 244) describes two types of conflict of interest:

Potential Conflict of Interest— Any action, decision, or recommendation of a public official, including SPRD staff, the effect of which could be to the private pecuniary benefit (money or something of economic value) or avoidance of detriment (relief from financial obligation or other financial loss) of the person or their relative or business.

Actual Conflict of Interest— Any action, decision, or recommendation of a public official, including SPRD staff, the effect of which would be to the private pecuniary benefit (money or something of economic value) or avoidance of detriment (relief from financial obligation or other financial loss) of the person or their relative or business.

(1) Disclosure—All conflicts, whether actual or potential, must be disclosed by the board member with a conflict, and recorded in the public record, before consideration of the issue.

When a potential conflict of interest has been disclosed the board member *may* participate and vote, unless participation would violate the Code of Ethics prohibitions regarding the use of office for financial gain. When an actual conflict of interest exists, the board member *may not* participate or vote unless their vote is necessary to take official action (break a tie). Discussion or debate of the issue in question is still prohibited.

(2) Gifts—During a calendar year, a public official, a candidate for public office, or a relative, or a member of the household of the public official or candidate may not solicit or receive, directly or indirectly, any gift with an aggregate value in excess of \$50.00 from any single source that could reasonably be known to have a legislative or administrative interest in the district’s business. The same restriction applies to honoraria.

A board member must also report to the Oregon Government Ethics Commission any expenses with an aggregate value exceeding \$50.00 received by a board member when participating in a convention or other meeting. If board members have questions, they should contact the office of the Oregon Ethics Commission in Salem.

Board Member Accountability

Each board member may be held accountable for their individual actions and adherence to all policies governing said Board.

Board Request for Resignation

1. With a minimum of thirty (30) days notification, any board member may bring a motion before the Board asking for the resignation of another board member (board member in question).
2. The board member in question must be identified prior to the motion consideration being placed on the agenda.
3. The board member in question shall have the right to address the board prior to any vote.

The only provision in the ORS for removal of a board member is by recall. If by the above process a motion is presented, seconded and passes, a request for resignation, signed by the Board, shall be presented in writing to the board member in question before two (2) regular board meetings pass.

Board Member Resignation

There is no law or policy that requires an individual board member to resign. The board member in question can choose not to honor the request for resignation presented by the Board. The Board shall not hold prejudice against said board member regardless of their decision.

Appeal of Board Request for Resignation With a minimum of thirty (30) days notification, any board member may

bring motion before the Board to request lifting the request for resignation.

Special Committees

The board chair may appoint special temporary board committees for any purpose approved by the board. The functions of such committees shall ordinarily be fact-finding, deliberative, and advisory, and they shall make a formal oral or written report to the board for discussion and possible action. The executive director shall be an *ex officio* member of all committees except when his/her employment is under consideration. Special committees will be discharged upon completion of their assignment. All special committees are subject to the Oregon meetings and records statutes, which require that meetings be properly noticed, open to the public, and minutes be recorded and maintained as a public record

Budget Committee- ORS 294.336

State statutes require the board to appoint five district residents to a Budget Committee to participate in the district's annual budget development process. The budget committee is comprised of the five board members and five appointed members. The Budget Committee makes recommendations and approves the budget, which is then forwarded to the board for final consideration and adoption.

Each appointed member of the Budget Committee shall serve a three-year term. The terms of appointed members shall be staggered, with no more than two appointed members serving for the same three-year period. The board will advertise for interested parties to fill any appointment vacancies that may occur on the Budget Committee. Applicants must be registered voters and reside within the district's boundaries. Budget committee members whose terms are to end may reapply for their positions.

To avoid bias favoring a vendor, service provider, or any unit of government, the following are prohibited from appointment to the Budget Committee: district officers, agents, or employees, or district vendors and service-providers. Interested parties must apply in writing, citing their qualifications and reasons for their interest in serving on the Budget Committee. Public interviews of interested applicants may also be conducted.

The board, by motion, will make appointments to the Budget Committee during a regular business meeting. To involve as many interested residents as possible, appointments to the Budget Committee should be limited to two consecutive full-terms, exclusive of appointments to unfilled terms. The board may also designate an alternate Budget Committee appointee. The alternate appointee shall be encouraged to actively participate in budget discussions, but cannot vote. Designating an alternate appointed member will allow the board to immediately fill any appointment vacancies on the Budget Committee. At that point, the alternate member will become a full voting member of the Budget Committee. At the Budget Committee's first meeting each fiscal year, the committee shall elect a presiding officer who shall conduct committee meetings, and appoint a recording secretary to record the minutes of the budget meetings.

Public Records- ORS 192.001

The records of the State of Oregon and its political subdivisions are so interrelated and interdependent that the decision as to what records are retained or destroyed is a matter of statewide public policy. Oregon public records law has been interpreted very broadly. Subject to the exemptions and conditions of the law, *any* covered documentation, whether in paper, electronic, or other format, can be considered a public record, must be retained according to records retention schedules, and must be produced upon request. This law pertains to district and private computers, personal digital assistants (PDAs), or other hand-held devices such as cell phones; as well as to text messages, tweets, emails, and postings on social networking websites such as Facebook or MySpace when used for district business.

The district's financial records, budgets, and minutes of board meetings are public property and as such are open to inspection at the district office by anyone, and are subject to Oregon public records statutes and district public records policy. Anyone, whether an individual or a group, may ask for a copy of public record(s), including memos, emails, and other board documents. All board members must retain all records generated during their service. When a board member's term ends, all records should be transferred to the district for retention and permanent storage. All public records requests should be immediately forwarded to the recording secretary for processing. Some requests will be processed by a decision of the executive director, whereas others may require legal and/or board review.

Knowledge of the Law Governing Public Agencies

All board members are expected to have a basic understanding of the provisions of state law and board rules and regulations relating to their activities as board members.

POLICY DEVELOPMENT

The differences among policies, ordinances, resolutions, and motions are often confused. The board has the authority to create policy directing the Executive Director to carry out the board's directives. The Executive Director can also establish policy to guide district operations. The board's decisions are implemented through the authority of three mechanisms: ordinances, resolutions, and motions, summarized below:

Ordinances

An ordinance is a local law. The board has the authority to enact and enforce ordinances. Some ordinances can be enforced by state and local authorities. All ordinances must be formally adopted by the board. Formal adoption requires two readings conducted during regular business meetings of the board and ample time for public comment before adoption. Examples of district ordinances could include "Park Rules and Regulations" and an ordinance establishing "System Development Charges". SPRD has no ordinances at this time.

Resolution

Resolutions are formal policies of the board governing internal district operations. As with ordinances, resolutions typically include a recitation of facts providing some historical context for the resolution. Resolutions can be adopted by a simple motion and vote the board.

Adoption by Motion

The least formal action of the Board of Directors is to grant direction by simple motion. Board action by motion typically directs the executive director to enter into a contract, award a bid, or appoint a committee. The Executive Director has the authority to develop and approve policy for the administration of the district. Administrative policies direct SPRD human resources, finance, or operational functions. Examples of administrative policy include procedures governing facility reservation and registration, non-monetary personnel policies, and policies governing the operation of facilities. Administrative policies can be quickly and easily altered to accommodate changing conditions.

PROGRAM PARTICIPATION

Board members are encouraged to participate in district recreation programs. Program participation is the best way to judge the quality of the programs the district offers and gives a board member first-hand experience.

BOARD MEMBER CODE OF CONDUCT

The following shall constitute the Code of Ethics and Conduct of the SPRD individual Directors in the performance of their duties as members of the District Board of Directors.

- (1) Obligation to the District Board and Executive Director requires that the individual Director:
 - (a) Shall make reasonable effort to protect the District from conditions harmful to the future viability of the organization.
 - (b) Shall not unreasonably restrain the Board, Executive Director or staff from independent action in pursuit of District business except where prohibited by law.
 - (c) Shall not unreasonably deny the Board, Executive Director or staff the opportunity to express differing points of view and be heard in public meetings.
 - (d) Shall not intentionally suppress or distort subject matter relevant to District business.
 - (e) Shall not intentionally expose the Board, Executive Director or staff to unnecessary embarrassment or disparagement.
 - (f) Shall not intentionally violate or deny any person's legal rights.
 - (g) Shall not bully, harass or discriminate against any person on the basis of race, color, religion, sex, age, national or ethnic origin, political beliefs, marital status, handicapping condition, sexual orientation, or social and family background and shall make reasonable effort to assure that every person is protected from bullying, harassment or discrimination.
 - (h) Shall not exploit a relationship with the Board, Executive Director or staff for personal or professional gain or advantage.
 - (i) Shall keep in confidence personally identifiable information obtained in the course of professional service, unless given specific permission or disclosure is required by law.
 - (j) Shall only conduct District business as directed by the Board.
 - (k) Shall have the freedom to explore and develop ideas that may benefit the District.
 - (l) Shall make best effort to follow Speak Your Peace tenants in all District interactions (Board Member Values (4)).

- (2) Obligation to the public requires that the individual Director:
 - (a) Shall distinguish between personal views and those of the SPRD Board of Directors.
 - (b) Shall not intentionally distort or misrepresent facts concerning District business.
 - (c) Shall not use District privileges for personal or professional gain or advantage.
 - (d) Shall accept no gratuity, gift, or favor that might influence professional judgment.
 - (e) Shall offer no gratuity, gift, or favor to obtain special advantages.
 - (f) Shall conduct all District business in accordance to State and Federal law.
 - (g) Shall respect the right of the public to attend and be heard at public meetings.
 - (h) Shall make best effort to follow Speak Your Peace tenants in all District interactions (Board Member Values (4)).

- (3) Obligation to the District constituents requires that the individual Director:
 - (a) Shall maintain honesty and integrity in all professional dealings.
 - (b) Shall not on the basis of race, color, religion, sex, age, national or ethnic origin, political beliefs, marital status, handicapping condition if otherwise qualified, or social and family background deny to a constituent participation in any program offered by the District.
 - (c) Shall not interfere with a constituent's exercise of political or civil rights and responsibilities
 - (d) Shall not engage in bullying, harassment or discriminatory conduct which unreasonably interferes with an individual's performance of professional or work responsibilities or with the orderly processes of conducting District business or which creates a hostile, intimidating, abusive, offensive, or oppressive environment; and further, shall make reasonable effort to assure that each individual is protected from such harassment or discrimination.
 - (e) Shall not make malicious or intentionally false statements about the District, Board, Director, staff or constituents.
 - (f) Shall not use coercive means or promise special treatment to influence professional judgment of District, Board, Director or staff.

(g) Shall not submit known fraudulent information in connection with District business.

(h) Shall make best effort to follow Speak Your Peace tenants in all District interactions (Board Member Values (4)).

(4) Board member deliberations:

ORS 192.620: “The Oregon form of government requires an informed public aware of the deliberations and decisions of governing bodies and the information upon which such decisions were made. It is the intent of ORS 192.610 to 192.690 that decisions of governing bodies be arrived at openly.”

It is the intent of this Policy that all meetings are to be public with limited statutory exemptions and discussions involving less than a quorum of board members to discuss, deliberate or debate current or future District business are to be conducted only with the approval of the Board.

I, the undersigned, hereby acknowledge and accept the SPRD Board Member Values and SPRD Board Member Code of Ethics and Conduct as stated above. Further, I agree to conduct myself in a manner that adheres to the standards above and will demand that my colleagues do as well.