



## OREGON TRAIL LIBRARY DISTRICT

### **OREGON TRAIL LIBRARY DISTRICT**

#### **Board Governance Policy**

**Adopted: December 16, 2020**

**Revised:**

The voters authorized the creation of the library district to serve Boardman and Heppner in an election held in Morrow County on May 19, 1992. Irrigon voted to join the district in an election held in Morrow County on May 16, 2000. This organization will be called the “Oregon Trail Library District,” hereafter referred to as “District.” It will assume and perform functions as provided in chapters 357 and 198 of the Oregon Revised Statutes and all other relevant state statutes that relate to library districts.

#### **I. Membership**

##### **A. Composition**

1. The Directors of the District are a Board of five members elected by the electors of the District. (ORS 357.226-357.236).
2. Any elector residing within the District is qualified to serve as a Board member (ORS 357.231). District employees may not serve as Board members.
3. Board members are elected at large.

##### **B. Term of office**

1. Board members shall serve four-year terms or until election and qualification of a successor (ORS 357.231).
2. Terms shall be staggered so that not all Board members start four-year terms at the same time.
3. For the inaugural board only, the two members having received the most votes will serve three-year terms and the other three members will serve one year terms. (ORS 357.231)

##### **C. Conflict of interest**

1. No member of the Board may have any financial interest, either directly or indirectly, in any contract to which the District is a party, nor receive a salary or any payment for material or for services rendered to the District.

(ORS 357.460(1)).

2. In the event of an actual conflict of interest, a board member must declare the conflict and abstain from consideration of and voting on the matter.

3. In the event of a potential conflict of interest, a Board member shall declare such conflict but may participate in discussions and vote if the board member states that s/he is able to consider and vote without bias.

#### **D. Compensation**

Board members may be reimbursed for actual and reasonable expenses incurred in the performance of their duties (ORS 357.460(2)) based on current federal rates.

#### **E. Interaction Agreement**

In its work together, the Board always shall seek the best outcomes for the District, its users, and its taxpayers. The members of the Board shall listen carefully to one another and strive to hear the best elements of a suggestion. Members should respond to communications from fellow Board members in a timely manner. The Board shall seek to create an atmosphere where differences of opinion are expressed freely. Members will be candid, clear, and careful to avoid what might appear to be public criticism of a fellow Board member. The Board shall involve each other in discussions they have about the District to ensure that everyone is able to make informed decisions.

#### **F. Education**

Board members should be aware of the requirements of the Oregon Government Ethics laws, Oregon Open Meetings Law, and all other laws and policies pertaining to the District and ethical standards expected of members. Members are encouraged to attend conferences and other training relevant to District business. District budget should include adequate resources for Board development.

#### **G. Board Candidates**

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

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

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

## **II. Officers**

### **A. Officers and duties.**

1. The officers of the Board shall be a President, Vice-President, and Secretary.
2. The President shall preside over meetings of the Board.
3. The President shall ensure that Board practices conform to Board policies and Oregon Revised Statutes. The President's role as presiding officer of the Board

does not affect the president's right to vote. The President shall sign official district documents on behalf of the Board when authorized by the Board.

4. The Vice-President shall have the powers and duties of the President in his/her absence.

5. In the absence of the President and Vice-President, the remaining three members shall elect a temporary Presiding Officer.

6. The Library Director or his/her designee shall serve as Secretary of the District. The Director may delegate any of the Secretary's duties to staff. The Secretary shall perform those duties prescribed by this policy, the Oregon Revised Statutes, and the parliamentary authority. The Secretary is an ex-officio, non-voting member of the Board. (ORS 357.226)

#### **B. Nominations and elections**

1. Nominations for President and Vice-President shall be taken from the floor during the first regular meeting in July.

2. The candidate receiving a majority of votes cast shall be elected.

3. The President and Vice-President shall serve for one year or until their successors are elected. Their term of office shall begin upon election. Neither the president nor the vice president shall serve more than two consecutive years in those offices.

#### **C. Vacancies**

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

#### **D. Vacancies**

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

### **III. Responsibilities**

#### **A. The Board shall:**

1. Formulate District policies.

2. Take action as necessary for operation of the District by use of ordinances, resolutions, and motions.

3. Appoint the Library Director, who is recognized as having full executive and administrative authority to manage daily operations consistent with District policy and procedure.

4. Supervise the Library Director and oversee District operations.

5. Employ all necessary agents and assistants.

6. Arrange for legal representation and consultation. Legal counsel shall report to and be responsible to the Board but shall communicate with the Board primarily through the President and Library Director. Individual Board members shall refrain from communicating with legal counsel without the consent of the President or explicit Board direction.
7. Arrange for deposit and distribution of tax funds, grant monies, and donations. (ORS 357.276)
8. Oversee budget
  - a. Establish a Budget Committee. (ORS 294.336)
  - b. Appoint a Budget officer who shall prepare or supervise the preparation of the budget document under the direction of the Board. (ORS 294.331)
  - c. Approve the annual budget and assess, levy, and collect property taxes (including setting the tax rate within the limits approved by the electors). (ORS 357.261(3))
  - d. Oversee District finances.
9. Refer tax measures to the voters. (ORS 357.261(9)).
10. Develop long-range strategic plans for the District.
11. Approve all contracts.
12. Approve District employee salary schedules and benefits.
13. Appoint committees as needed for the operation of the District. Committees have no powers except those delegated by the Board.
14. Take other such action as consistent with Oregon law including ORS 357.261, as the Board deems appropriate.
15. The majority (three members) of the full Board is necessary to adopt a motion, resolution, ordinance, or to take any other action.

**B. Responsibilities of and limitations on individual Board members**

1. Board members will strive to attend all meetings and will come prepared to participate in discussion of topics on the agenda. If unable to fulfill commitments, a member should notify President or appropriate committee member.
2. Board members have no individual powers separate from the powers of the Board and have no authority to act individually without authorization from the Board. Members acting without authority delegated by the Board may be exposed to personal and District liability. These restrictions include unauthorized involvement in personnel matters.
3. Delegation of authority from the Board to one or more designated members shall be in writing and shall include:
  - a. Clear specification of the work;
  - b. Criteria for successful completion
4. A Board member shall realize that s/he is acting as a de facto spokesperson for the Board through words and actions. When not representing the agreed position of the Board, members must identify their statements as their personal opinions and not those of the Board.

5. Board members have no individual authority to direct staff or activities without delegation of that authority from the board. Generally the board is the policy making body while staff implements policy and administers the district.

6. The Board, by majority vote of the full Board, may suspend all or a portion of these policies and procedures, provided that such suspension is consistent with Oregon law.

#### **IV. Meetings**

##### **A. Public meeting law**

All Board meetings and work sessions shall be conducted in accordance with the Oregon Public Meetings Law. (ORS 192.630)

1. All meetings of the Board shall be open to the public except as otherwise provided by Oregon Public Meetings Law.

2. Every regular meeting and will include opportunity for public comment. Public comment and public hearing testimony will follow these guidelines:

a. Every person desiring to speak will first address the presiding officer and, upon recognition, will give his or her name and address. When giving testimony during a public hearing, individuals will confine their comments to the issue under consideration.

b. The regular Board meeting agenda will provide an opportunity for public comments on items that will not be the subject of a public hearing. This portion of the meeting will be restricted to no more than twenty minutes, unless extended by the presiding officer.

c. Speaker's comments will be limited to three (2) minutes. This time limit may be extended or reduced for each speaker or each subject at the discretion of the presiding officer.

d. Speakers should not repeat their own or other's prior statements.

e. Each comment should provide new information not previously considered by the Board to that individual's knowledge.

f. All questions and discussion by members of the audience will be directed to the presiding officer. Direct discussion between members of the audience and Board members or employees is permitted only at the discretion of the presiding officer.

g. Any member of the public attending a Board Meeting may be required to leave for any conduct deemed disorderly by the Board, including the failure to present comments or testimony in a manner courteous to the Board, its staff, and members of the audience. Before any person is requested to leave a Board Meeting for disorderly conduct, that person will be given a warning by the presiding officer to cease the conduct.

h. At the discretion of the Board President, members of the public may be required to sign-up to comment or testify, prior to the beginning of the meeting. Such sign-up may be required when controversial issues will be discussed, or when many individual speakers are anticipated.

## **B. Regular meetings**

Regular meetings of the Board shall be held monthly on a regularly scheduled day of the month. The day and time shall be set by motion annually during the regular meeting in July. The Board may cancel or reschedule the date or dates of regular meetings as it deems fit, subject to the notice provisions of the Oregon Revised Statutes.

## **C. Study sessions**

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

1. Subjects discussed at a study session shall be limited to the agenda items for the work session.
2. Final decisions shall not be made at a study session.
3. A study session may be held in conjunction with a regular meeting or a special meeting. Final action may be taken at a regular or special meeting held in conjunction with a study session or at the next regular or special meeting.

## **D. Special meetings**

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

## **E. Emergency meetings**

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

## **F. Executive sessions**

1. Shall be held in accordance with Oregon Public Meetings Law. (ORS 192.630)
2. The applicable statute allowing an executive session must be referenced prior to the meeting.
3. The Board shall not make any final decisions during executive session.
4. Board members, staff, media representatives, and other persons present shall not discuss or disclose executive session proceedings outside of the executive session without prior authorization of the Board as a whole.

**G. Location**

All Board meetings shall be held within the geographic boundaries of the District, except for training sessions held without any deliberative action.

**H. Quorum**

A majority of the Board (3 members) shall constitute a quorum.

**I. Agenda**

The agenda shall be set by the Library Director in consultation with Board members and the Library Director. Meetings should generally be limited to published agenda topics, and although by agreement of a majority of Board members, additional topics may be added to the agenda. Action on newly added topics may not be possible due to notice requirements of Public Meetings Law. Agenda items should focus on mission, policy issues, and legally required actions.

**J. Notice**

Notice of the time, place, and principal agenda topics shall be given for all meetings as soon as is feasible. Notices shall be sent to Board members, local media, persons who have requested notice in writing, and any persons who the District knows may have a special interest in a particular action, unless such notification would be unduly burdensome or expensive. The agenda shall also be posted at all District library branches and on the District Board or library website. Notice for meetings to be held in executive session shall be given in the same manner as notice for other meetings set forth above, except that the notice need only indicate the general subject matter to be considered at the executive session and the statutory basis for convening an executive session.

**K. Accessibility**

1. No meeting shall be held in any place where discrimination on the basis of race, creed, color, sex, age, national origin, or disability is practiced. All meetings shall be held in places accessible to the handicapped.
2. The District shall provide, upon request, interpreters for the hearing impaired as provided for by Oregon Public Meetings Law.

**L. Minutes**

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

### **M. Planning session**

The Board will undertake an annual planning session.

### **N. Virtual participation**

Members may participate in meetings via teleconference, videoconference, web conference, or other technologies allowing synchronous communication among members. Notice and opportunity for public access shall be provided when meetings are conducted by electronic means.

## **V. Committees**

### **A. Budget Committee (ORS 294.414)**

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

1. The committee shall consist of the five members of the Board and five appointed electors within the District. Appointed members cannot be officers or employees of the District.
2. Committee members shall serve for three years. Their terms shall be staggered so that as nearly as possible one third of the terms of the appointed members shall end each year.
3. Appointed members may not receive any compensation for their service on the committee.
4. A vacancy on the committee shall be filled by the Board for the unexpired portion of the term of the vacant position as soon as practicable.

### **B. Special committees**

1. Special committees may be appointed at the discretion of the Board or President as necessary to assist the Board in accomplishing its purposes.
2. Special committee members need not be members of the Board. A Board member may be appointed to serve as a liaison to a committee that has no Board members.

## **VI. Parliamentary Authority**

The latest edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with the Oregon Revised Statutes, this policy, and any special rules of order the Board may adopt. The more informal Procedures for Small Boards excerpted from Robert's Rules may be followed at the discretion of the Board.

## **VII. Amendments**

### **A. Board Governance Policy may be amended by motion at any regular or special meeting provided that at least five days' notice is given.**

1. Adoption, amendment or repeal of the Board's established policies will be accomplished by a majority vote of the Board acting upon a motion put before the Board.



2. In the event that an emergency is deemed to exist, and said emergency is recorded in the official minutes and agreed to by at least four of the Board members, a guideline or policy can be suspended, added to, or deleted from in the course of a single meeting. An emergency is defined as an unforeseen circumstance or circumstances requiring immediate action so as to prevent diminishing of the public good.