

**LAKE CHELAN RECLAMATION DISTRICT**  
**Guidelines and Policies for Members of the Board of Directors**

**BEING AN EFFECTIVE BOARD MEMBER**

Members of the Lake Chelan Reclamation District Board of Directors are in a critical position to shape and influence decisions affecting the District and its customers. It is important that each member keeps informed and up-to-date on issues of importance to the District, which could be legislative issues, legal issues or operational issues within the District.

Attendance. Regular attendance is essential so that decisions will represent the opinions of the board as a whole. In addition, regular attendance enables board members to keep abreast of board concerns and helps ensure that issues are examined from a variety of perspectives. A person may forfeit his or her position on the board as a result of poor attendance.

Preparation. Adequate preparation is another requisite for effective board membership. The District's staff members will provide reports, proposals and other information to help you make informed decisions. Do not hesitate to request additional information you need to make thoughtful and appropriate decisions.

In a nutshell, effective board members:

- » Attend all board meetings.
- » Are well prepared for meetings.
- » Recognize that serving the customers of the District is the top priority.
- » Recognize that the board must operate in an open and public manner.
- » Are knowledgeable about the legislative process and issues affecting the board.
- » Examine all available evidence before making a judgment.
- » Communicate well and participate in group discussions.
- » Are aware that authority to act is granted to the board as a whole, not to individual members.
- » Exhibit a willingness to work with the group in making decisions.
- » Recognize that compromise may be necessary to reach consensus.
- » Do not let personal feelings toward other board members or staff interfere with their judgment.

Staff Functions. The primary function of the District's staff is to carry out the rules, policies and programs developed by the board. In addition, staff members notify board members of pertinent operational issues and legislative activity. They may also arrange meetings, prepare meeting materials, compile background information and conduct research.

District staff operate under the direction of the Board of Directors and not under the direction of any individual board member.

## **LAWS AFFECTING BOARD ACTIVITIES**

**Restrictions and Requirements.** You must be aware of certain restrictions and requirements that may affect you during your tenure:

- » Board members must be familiar with and operate at all times within the District's governing statutes and bylaws, and state and federal laws.
- » To ensure accountability, all applicable policies and procedures adopted by the board should be in written form.
- » No board member may make unilateral decisions or take action without the consent of the board as a whole.
- » At professional or industry gatherings, or in other settings where appearance may be construed as representing the board, individual board members must use discretion to avoid the appearance of speaking for the board, unless specifically authorized to do so.
- » Board members must keep in mind that their mission is to serve the public, and that it is inappropriate to use board membership to create a personal platform.
- » Members are restricted from accepting or soliciting anything of economic value as a gift, gratuity or favor if it is given only because the member holds a responsible position with the District.
- » Questions about board issues should be directed to the chairperson or manager, who will see that all board members receive full information by the next regular meeting.
- » Details of board investigations, personnel files or business discussed at closed executive sessions should not be disclosed unless they are part of the public record.

**Open Public Meetings Act.** The Open Public Meetings Act applies to all meetings of the District Board of Directors. The Board should comply with open meeting requirements. This prohibits meetings of Board members where a quorum would exist unless done with proper notice and with the meeting open to the public.

**Notification of Meetings.** The Open Public Meetings Act requires that all meetings of the governing body of a public agency, as well as some other meetings on policies affecting the public, be open to the public. In addition, the public must be notified of such meetings in a timely manner.

**Confidential Transactions.** Exceptions to the Open Public Meetings Act include confidential subjects such as personnel matters and real-estate transactions, which may be dealt with in executive sessions.

**Public Disclosure.** The minutes of all regular meetings must be recorded and made available for public inspection.

**Executive Branch Ethics in Public Service.** The Ethics in Public Service Act places restrictions on the activities of those working with state agencies, Boards, commissions or any other entity of state government.

Additionally, the Act provides that former state officers and employees may not benefit from or assist others regarding certain contracts or other decisions or transactions that they were involved in while in state service.

As a Board member, you are expected to uphold a high ethical standard. It is extremely important that Board members avoid conflicts of interest or even the appearance of conflicts of interest. Using a public position for private gain is improper and illegal. Similarly, actions benefiting close relatives are prohibited. There are penalties for violations of state ethics statutes.

The following are examples of conflicts of interest:

- » Directing state contracts to a business in which you have a financial interest.
- » Using confidential information for private investments.
- » Accepting gifts or favors in exchange for certain regulatory rulings.
- » Accepting gifts or favors in exchange for making certain purchases.
- » Obtaining personal favors from employees.
- » Accepting favors for disclosure of confidential information.
- » Engaging in outside employment which assists non-governmental entities in their quests for state business.

Board members can avoid conflict of interest issues by being aware of and adhering to statutory restrictions, using good judgment, and being fair and equitable in decision-making

### **BOARD TRANSACTIONS**

The District has adopted bylaws to direct and clarify its actions, procedures and organization. Board members are expected to adhere to bylaws and all relevant statutes.

Bylaws are the guidelines by which a board functions. According to Robert's Rules of Order, bylaws define the primary characteristics of an organization, prescribe how it should function, and include rules that are so important that they may not be changed without prior notice to members and formal vote and agreement by a majority of members.

Quorum. A quorum is present when a majority of the sitting Board members are in attendance and a Board meeting.

At meetings where a quorum is not present, the only actions that may be legally taken are to fix a time for adjournment, adjourn, recess or take measures to obtain a quorum (such as contacting absent members).

Order of Business. After the presiding officer has called the meeting to order, the Board generally follows the order of business generally as follows:

1. Reading and approving of minutes of previous meeting(s).
2. Financial reports.
3. Operations reports.
4. Unfinished business and general orders (matters introduced in previous meetings).
5. New business (matters initiated in present meeting).

The Chair and Voting. The Board Chair may vote whenever his or her vote will affect the outcome; to break or cause a tie; or to block or cause attainment of a two-thirds majority when it is necessary.

A chair has only one vote, and may not vote as a member of the Board and as a presiding officer. Voting by secret ballot is prohibited by the open meetings law.

Public Disclosure. State agencies and Boards are required to have available for public inspection and copying their public records, such as procedural rules and statements of general policy, and other records, written or electronic, pertaining to the Board's business. Exemptions to disclosure are limited and identified in statute.

**Records relating to the conduct of official business are subject to disclosure even if they are on a personal computer or personal cell phone.**

For additional information on disclosure requirements and exemptions from disclosure, refer to Chapter 42.56 RCW or consult with your legal counsel.

## **RELEVANT DISTRICT POLICIES AFFECTING BOARD MEMBERS.**

### **Open Door Policy**

The District is committed to promoting a work environment that is safe, comfortable, and productive. If an employee is aware of a violation of District policy, the employee has a responsibility to report the violation.

The District takes employee concerns seriously. To report any concern or violation of District policy, the employee should inform his or her supervisor or the Secretary/Manager. If a concern exists regarding a perceived or suspected violation of District policy by the District Secretary/Manager, the employee should report that concern to the chairperson of the District Board of Directors. The District will promptly investigate all employee concerns and take appropriate action. The District will treat the investigation and its results confidential, to the extent possible.

No employee will be retaliated against for reporting in good faith a concern or violation of District policy, or for participating in a District investigation. If an employee feels they have been retaliated against for taking such actions, the employee should follow the reporting procedures outlined above, and his or her complaint will be referred for prompt investigation and appropriate action.

### **Harassment**

District policies prohibit any forms of harassment in the workplace. Harassment can be sexual or nonsexual in nature. Nonsexual harassment disparages or expresses hostility toward another person based on that person's Legally Protected Characteristic and may include: offensive comments and jokes, threatening, intimidating or hostile acts, or the display or circulation of offensive written material or pictures (by any means, including without limitation, in person, by email, phone, voice or text message, tweet, blog, social networking sites or by other means).

Sexually harassing conduct includes verbal, visual, or physical conduct of a sexual nature, when: (i) submission to such conduct is made either explicitly or implicitly as a term or condition of an individual's employment; (ii) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (iii) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or

offensive working environment. Sexual harassment may include a range of subtle and less subtle behaviors. Harassers may be of the same gender as their victims and may be above or below them in the reporting chain.

### **Discrimination and Harassment Reporting Procedure**

No employee will be retaliated against for making a complaint in good faith regarding a violation of these policies, or for participating in good faith in a District investigation. If an employee feels he or she has been retaliated against for making a complaint or participating in a District investigation, he or she should immediately inform his or her supervisor the District Secretary/Manager. The complaint will be referred for prompt investigation and appropriate action. If an employee feels he or she has been retaliated against by the District Secretary/Manager, the employee should report that concern to the chairperson of the District Board of Directors.

**Employees should follow the chain of command when reporting any observed or perceived misconduct or violation of District policies. Likewise, employees should follow the chain of command in reporting any observed or perceived discriminatory or harassing behavior. Employees should not be communicating complaints of any type to members of the Board of Directors other than to the chairperson of the Board as allowed under the District policies. Board members should advise employees to follow the chain of command in the event the Board member is approached with complaints regarding workplace conduct.**

### **The District's Strict Liability for the Conduct of Board Members**

In Washington, an employer is normally not liable for workplace harassment of one employee towards another employee unless the employer has notice of the misconduct and an opportunity to intervene and address the conduct and take action to protect against its reoccurrence. However, an employer is strictly liable for harassment that is perpetrated by supervisory personnel or a person in a position of authority. Board members would be considered to be in a supervisory position, or a position of authority, over District staff and employees.

For that reason, it is imperative that Board members, and any District employees in supervisory positions, understand the district's anti-harassment policies and avoid any conduct that could be perceived as harassing towards District employees or staff.