

**UTE PASS WATER DISTRICT
BOARD OF DIRECTORS POLICY MANUAL**

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**BOARD OF DIRECTORS POLICY MANUAL
OF THE
UTE PASS WATER DISTRICT**

PART I-GENERAL RULES

RULE I-1: Purpose

The purpose of this Policy Manual is to provide guidelines for the conduct of the Board of Directors (“Board”) of the Ute Pass Water District (“District”).

RULE I-2: Suspension of Rules

Any of the rules in this Policy Manual not required by law may be suspended by a majority of the Board.

RULE I-3: Alteration, Amendment or Repeal

Any rule may be altered, amended or repealed at a duly noticed meeting by a majority vote of the Board.

PART II - BASIS OF AUTHORITY

RULE II-1: Authority of the Board

The Board of Directors is the governing authority of this District. Apart from his/her normal function as a part of this unit, or as directed by the Board, no Director may commit the District to any policy, act or expenditure. All powers, privileges and duties vested in or imposed upon the District shall be exercised and performed by and through the Board. The Board may delegate to officers, employees and agents of the District any or all administrative and ministerial powers.

RULE II-2: Representation

The Board of Directors as a whole should not represent any factional segment of the District, but rather represent and act for the District as a whole.

RULE II-3: Governing Laws

The Board of Directors shall comply with and be guided by applicable state laws and regulations including the Colorado Special District Act, the Colorado Open Meetings Law (the Sunshine Act), the Colorado Open Meeting Law and any applicable federal laws and regulations.

PART III - BOARD STRUCTURE

RULE III-1: Officers

At the first regular Board Meeting following the election of Directors, the Board shall select a President, Vice- President, Secretary and Treasurer to serve until the first regular Board Meeting following the next election of Directors.

RULE III-2: President

The President shall perform the duties of presiding officer at all meetings of the Board and shall carry out the resolution and orders of the Board and perform such other duties as the Board authorizes.

The President is authorized to sign all official documents of the District.

RULE III-3: Vice-President

When the President resigns or is absent or disabled, the Vice-President shall perform the President's duties. When the President disqualifies himself/herself from participating in an agenda item, the Vice-President shall perform the duties of the presiding officer.

RULE III-4: Secretary

The Secretary does not have to be a member of the Board and shall be responsible for seeing that accurate minutes of Board meetings are kept and preserved. The Board may authorize District staff to record, prepare and preserve all minutes.

RULE III-5: Treasurer

The Treasurer shall be a member of the Board and shall be responsible for seeing that appropriate financial procedures are in place, and that accurate financial records are kept by District staff. The Treasurer shall also be responsible to see that an annual budget is prepared by District staff and adopted by the Board pursuant to the provisions of the Colorado Budget Act.

RULE III-7: Committees

The Board may create standing or *ad hoc* committees at its discretion. Committee recommendations shall be advisory to the Board and shall not commit the District to any policy, act or expenditure nor may any committee direct District staff to perform specific duties unless authorized by the Board.

PART IV – DIRECTOR POLICIES

RULE IV-1: Objectives

The Board of the District is committed to providing excellence in legislative leadership that

results in the provision of the highest quality services to and representation of the District's constituents. The primary responsibility of the Board is the formulation and evaluation of policy.

RULE 1V-2: Fiduciary Duty

Each Director is a fiduciary of the District and as such shall always, with respect to the District: act in good faith; with the same care as a reasonable prudent person would act in a similar position under similar circumstances; in a manner the Director reasonably believes to be in the best interest of the District and in a manner that disregards the Director's personal interests in favor of actions in the best interest of the District.

No Director shall accept a gift, benefit, enticement or an unlawful payment from any other person/entity in exchange for action by the Director. Any acceptance by a Director of a gift or benefit must immediately (delaying not more than two weeks) be disclosed by the Director to the entire Board. No Director will misuse any District asset.

RULE 1V-3: Director Conduct

In order to assist in the government of the behavior between and among members of the Board of Directors, the following guidelines are recommended:

IV-3A Respect: Be respectful of the time of others, including other Directors, staff and public participants, and not engage in excessive commentary on a matter.

IV-3B Representation: The needs and desires of the District's constituents should be the priority of the Board of Directors.

IV-3C Issue Orientation: Directors should commit themselves to focusing on issues concerning the District and not personal matters or personalities. The presentation of the opinions of others should be encouraged.

IV-3D Openness: Different viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinion. Once the Board of Directors takes action by majority vote, all Directors should support the action, and not create barriers to the implementation of such action.

RULE IV-4: Information

Directors should abide by the following procedures:

IV-4A Clarification: In seeking clarification on informational and policy items, Directors should obtain information needed to supplement, upgrade or enhance their knowledge to improve legislative decision-making. It is preferred that such clarification is sought during Board meetings, where all Directors receive the same information.

IV-4B Complaints: Complaints from residents and property owners of the District should be referred to the President. Directors should refrain from attempting to handle complaints without the involvement of the President.

IV-4C Safety: Items related to safety, concerns for safety or hazards should be reported to the President or to other District staff. Emergency situations should be dealt with immediately by seeking appropriate assistance.

IV-4D Policy: In seeking clarification for administrative policy-related concerns, especially those involving personnel, legal action, land acquisition, finances, and programming, any such concerns should be directed to the President.

RULE IV-5: Interaction with Staff

When approached by District personnel concerning specific District policy, Directors should direct inquiries to the President or the appropriate staff supervisor. The chain of command should be followed.

RULE IV-6: Constituent Requests

When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible District personnel.

RULE IV-7: Board as a Governing Body

Directors should function as part of a governing body. Issues should be brought to the attention of the entire Board, rather than to individual Directors selectively.

RULE IV-8: Preparation

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board. Information may be requested from staff or exchanged between Directors between meetings, within the limits of the Colorado Open Meetings Act.

RULE IV-9: Staff Notes

Information that is exchanged before the meetings shall be distributed through the President, and all Directors will receive all information being distributed.

RULE IV-10: Conflict of Interest

Directors shall abstain from participating in consideration of any item involving a legally prohibited conflict of interest. Unless such a conflict exists, however, Directors should not abstain from the Board's decision-making responsibilities, including voting on all action items. Disclosure of conflicts of interest shall be made in accordance with the Special District Act and Part 1 of Article 18, Title 24.

PART V - BOARD MEETING PROCEDURES

RULE V-1: Regular Meetings

The date, time, and place of regular meetings shall be reconsidered annually by resolution adopted at the first meeting of the Board for that year in accordance with all the requirements of the Colorado Open Meetings Law.

RULE V-2: Special Meetings (Non-Emergency)

Special meetings (non-emergency) of the Board of Directors may be called by the President or any director by informing the other directors of the date, time and place of such special meeting, and the purpose for which it is called, and by posting notice as provided by statute.

RULE V-3: Study Sessions

Special meetings include study sessions at which a quorum of the Board is in attendance and notice of the meetings has been given in accordance with the Open Meetings Law, and at which information is presented but no official action can be taken by the Board.

RULE V-4: Special Meetings (Emergency)

In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened immediate disruption of public services or facilities, the Board of Directors may hold an emergency special meeting without complying with the advance notice requirements. An emergency situation means a crippling disaster which severely impairs public health, safety or both, as determined by the Board President or Vice President in the President's absence. An emergency meeting may be called by the Board President or any director. All directors of the Board shall receive notice of such meeting, as far in advance of the meeting as possible. Only items relevant and necessary to dealing with the emergency shall be considered at the emergency meeting. Any action taken at a Special Emergency meeting shall be ratified by the Board at a regular or special meeting with required notice.

RULE V-5: Adjourned Meetings

A majority vote by the Board may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if a quorum is lacking at any regular or adjourned meeting, the presiding officer of the meeting may declare the meeting adjourned to a stated time and place, and notice shall be given as specified above.

RULE V-6: Order of Agenda

The presiding officer of the meeting shall determine the order in which the agenda items shall be considered for discussion and/or action by the Board.

RULE V-7: Meeting Room Preparation

The President shall insure that appropriate information is available for the audience at meetings of the Board, and that physical facilities for said meetings are functional and appropriate.

RULE V-8: Motions and Resolutions

All actions of the Board necessary for the governance and management of the affairs of the District shall be by passage of motions or resolutions.

RULE V-9: Minutes

Minutes shall include a summary of actions taken, including actual motions made and properly seconded, with the number of votes for and against, but shall not include the Directors voting for and against, unless a Director requests that the minutes reflect his or her vote on the motion.

Minutes shall list the Directors who are absent at the meeting, with a notation of whether the absence is excused or not excused, as determined by the Board.

Directors may request that brief comments pertinent to an agenda item, (including, if desired, a position on abstention or dissenting vote), be included in the minutes of a meeting. Such a request shall be made only at the meeting that item is discussed.

PART VI -BOARD MEETING CONDUCT

Meetings of the Board shall be conducted by the President in a manner consistent with the policies of the District.

RULE VI-1: Conduct Objective

The conduct of meetings shall, to the fullest extent possible, enable Directors to consider issues to be resolved, weigh evidence related thereto, and make wise decisions intended to resolve the issue and receive, consider and take any needed action with respect to reports of accomplishments of District operations.

RULE VI-2: Public Input

Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board, shall be as follows:

VI-2A Time Limits: The President, unless a majority of the Board objects, may allot a maximum amount of time for each speaker and a maximum amount of time to each subject matter.

VI-2B Boisterous Conduct: No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the President, of the speaker's privilege of address.

VI-2C Allegations: No oral presentation shall include any charges or complaints against any District employee, regardless of whether or not the employee is identified in the presentation by name or by another reference which tends to identify. All charges or complaints against an employee shall first be submitted in writing to the Fire Chief and/or the Board.

RULE VI-4: Willful Disruption

Willful disruption of any meeting of the Board shall not be permitted. If the President, with the concurrence of the Directors, finds that there is in fact willful disruption of any meeting of the Board, he/she may order the room cleared and subsequently conduct the Board's business, allowing only those persons who, in his/her opinion, were not responsible for the willful disruption to re-enter the meeting room before any further business is conducted. In such an event, only matters appearing on the agenda may be considered in such a session.

RULE VI-5: Quorum and Majority

Action can only be taken by the vote of the majority of the Board present at the meeting, provided a quorum is present. One more than fifty percent of the number of Directors holding office at the time represent a quorum for the conduct of business. A majority shall consist of one more than fifty percent of the Directors present and entitled to vote on an issue.

RULE VI-6: Abstentions

Where a Director abstains in a vote because of a potential conflict of interest the Director shall be considered to be absent. Thus, action can only be taken by a majority of the directors present, not counting the Director(s) abstaining because of a potential conflict of interest. Directors shall not abstain from voting for any other reason than potential conflict of interest.

RULE VI-7: Directions

The Board may give directions which are not formal action. The President shall determine by consensus a Board directive and shall state it for clarification. Should any two directors challenge the statement of the President, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as to refer the matter to the District's legal counsel for review and recommendation, etc.). Informal action by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board Meeting during which said informal action is taken.

PART VII - PARLIAMENTARY PROCEDURE

Rule VII-1: Parliamentary Determinations

The Presiding Officer shall preserve order and decorum and shall decide questions of order subject to appeal to the Board

RULE VII-2: Call for the Question

A "call for the question" shall be deemed a non-binding request that the presiding officer close debate and bring a motion to an immediate vote. The presiding officer may choose to continue discussion of the issue.

RULE VII-3: Motion to Close Debate

The "motion to close debate", if seconded, shall be a non-debatable motion, and shall have precedence over any other motion except for a parliamentary inquiry, or a motion to adjourn. Should the "motion to close debate" pass by a majority vote, the presiding officer shall thereafter immediately call the question on the pending motion.

RULE VII-4: Reconsideration (Same Meeting)

Any director that voted on the prevailing side on a motion on an agenda item may move to reconsider that item at the same meeting. If seconded by any other director and passed by majority vote, the effect of the motion is to vacate the earlier motion such that a new motion may be debated. The Board should not reverse a decision where the audience that provided public input to the initial action have departed.

RULE VII-5: Reconsideration (Subsequent Meeting)

Any two Directors may request that an item resolved at an earlier meeting be added to the agenda of a subsequent meeting. The Presiding Officer may reject this request if no new information is presented to warrant further debate.

RULE VII-6: Motion to Continue

Any Director may move that an item be continued to a specific future Board Meeting even if a main motion is pending consideration. If such a motion is seconded and passed all consideration on that item is halted until the subsequent meeting.

RULE VII-7: Motion to Table

Any Director may move that an item be tabled for an indefinite time even if a main motion is pending consideration. If such a motion is seconded and passed all consideration on that item is halted until the director requests consideration on a subsequent agenda.

PART VIII - REMUNERATION

RULE VIII-1: Board Meeting Compensation

Board Members compensation shall be established by a board resolution, as governed by Colorado statutes. Staff will provide for payment of Board Meeting attendance compensation on a monthly basis as a function of the Board meetings attended by each Board Member. The District will not compensate Board Members for ceremonial events such as annual festivals where no business is conducted, even if notice of such meeting was posted.

RULE VIII-2: Board Member Expenses

Board Members that incur expenses for activities on behalf of the District at the request of the Board shall be reimbursed on the basis established under the District's Expenditure Control Guidelines.

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