

## **Board / Management Roles and Responsibilities**

The Board of Directors is ultimately responsible for all of the District's functions. It retains authority and responsibility over all aspects of the District's operations and staff. However, unlike administrative staff who have certain defined responsibilities and authority at all times, so long as they hold their position, Board members only have authority to act while at Board meetings or Committee meetings or while performing a function specifically assigned by the Board.

The distinction in function between Board and staff discussed above is consistent with the general rule that Governing Boards make policy and staff operates the entity on a daily basis, guided by that policy. In fact, a Board or Board member would be unable to perform the staff function of daily operations without going beyond the extent of their authority and responsibility as set forth above.

This conclusion is based upon the fact that the Board acts only as an entity based on majority rule. Accordingly, it would be impossible for a Board to deal with operational issues unless it was in a continuous meeting. At the same time, the Board can determine the limits within which staff can operate before an issue must be brought before the Board for consideration.

Examples of various Board-Management responsibilities are presented below. This list is by no means intended to be comprehensive but rather a general example.

<b><u>Board Role</u></b>	<b><u>Management Role</u></b>
Adopts personnel rules related to hiring, compensation, termination and discipline	Actually implements hiring and discipline of employees, consistent with the Board adopted policies and monitors and evaluates subordinate staff.
Considers and adopts a budget	Administers the budget and makes expenditures and purchases consistent with the adopted budget.
Adopts general policies and procedures in the substantive area of operations (rates, fees, charges, etc.)	Implements general policies by collecting charges and fees based upon criteria established by the Board of Directors

It is sometimes helpful to place the distinctions between Board and staff responsibilities in context with the following example (which is, of course, unlikely to actually occur).

*If a member of the public raised a concern with a Board member outside a Board meeting about the qualifications of a particular employee (i.e. the lack of a required license, for example) and the Board member were to access that employee's personnel file, that Board member could potentially be subject to personal liability for invasion of the employee's privacy rights. This liability would flow from the fact that the Board member had obtained private information outside a Board meeting and without specific Board action and direction. If the District Manager looked at the personnel files under the very same set of circumstances, no violation would exist...because this stems from the principle and policy that the Manager has the responsibility to evaluate and review personnel by the very nature of the position as Manager.*

In the example presented above, the Board's role is to establish employment criteria (policy) and the management role is to insure that this policy is carried out on an ongoing and individual basis. If a Board member has a concern that this is not occurring, that Director should consult the Manager about the issue and if not satisfied with that attempt, bring the matter to the Board for consideration and appropriate action at the Board or Committee level. Proceeding in the aforementioned manner will insure that the Board member does not risk personal liability for acting outside his or her authority.

To further expand upon the role of Director, the following information is provided:

1. A Director is a decision maker. A major responsibility of Directors is to carry out the wishes of its constituency by making decisions. Directors are confronted with alternatives, and it is up to them to carefully weigh the advantages and disadvantages in order to select the decision that is most appropriate. It is the Board of Director's decision and theirs alone that make the policies that operate the District. Staff can advise and recommend but cannot decide policy. Operational decisions, however, should generally be at the staff level.
2. A Director is an advisor. Each Director brings experience and knowledge that is valuable to the District's activities. The diversified opinions of the five Directors properly communicated to staff, contributes to the overall success of the District.
3. The Board of Directors is responsible for the operation of the District. In order for our organization to be effective, it is important to take whatever action is necessary to preserve the integrity of the operation. Each Director is an individual, but when sitting in session is also a member of a team. It is expected that a Director will express a viewpoint; however an adversarial position is not in the best interest of the constituency or for the operation. Common sense, logic and tact will hold a group of individuals for a common good and consensus can be reached. Not all decisions of the Board must be unanimous, but it is expected that all decisions will be made upon sound thinking. The District is only as strong as its Board of Directors.

4. Board members control the direction, planning and welfare of District staff. The relationship of Directors with staff members is important to the District's efforts and the quality of their decisions. It is a bad practice to criticize staff in public. This type of activity may bring attention and even headlines, but could also destroy the relationship between that Director and the Board and staff. Remember that staff is there to serve the Board.
5. Directors should know their District. Become familiar with the District. Learn to understand the type of business and end product we generate. Ask questions, read and communicate with staff. Developing this knowledge will instill confidence in your ability to make sound decisions, which in turn will build public trust and respect. You do not need to know everything, if you have a question, simply ask...snap decisions based upon inadequate information can be serious.
6. Directors should maintain good communications with your constituency and staff. The better the communication link, the better the opportunity for understanding and less the chance for misunderstanding and wasted effort. Learn how our organizational structure operates, the chain of command, the communication links. As discussed above, don't forget that there is a difference between policy makers and management. The Board of Directors and the management must remain a close-knit team.
7. Be prepared for Board meetings. Before each meeting, read all the material that you have received. If it is not understood, ask for clarification before the meeting in order to allow for adequate consideration. Be as well prepared as possible so that at the meeting each and every agenda item can be intelligently discussed. A significant amount of time has gone into the preparation of agenda items. When staff is directed to perform a certain task or investigation, be sure that this request is made as clearly as possible to avoid misuse of staff time on a subject not relevant to the problem. Generalized requests are most difficult to analyze. In an effort to be thorough, it may require the staff to do many times the amount of work necessary as you would want or expect in the first place.
8. Directors and management should undertake a continuing educational process. Education can come from staff input, conferences, seminars and interaction with other special districts. Directors should also be aware and stay abreast of legislative activities that affect the District. It would be to the advantage to Directors to become acquainted with the legislative process
9. It is the responsibility of Directors to insure that the business of the District is conducted properly. In addition to the District Manager, the Board has other advisors including consultants, an auditor, an engineer, and legal counsel. It is important to remember that our legal counsel is an advisor, and works only for the Board. Take advantage of Counsel's input to insure that any action or decision you make is in conformance with applicable law.

In the course of Board meetings, there may be direction given to staff by or through the presiding Director as a result of Board consensus or a more formal means such as Minute Orders, Resolutions and Ordinances. Minute orders are the most frequently used method of making formal decisions, followed by resolutions and then ordinances.

A “consensus” usually develops as a result of discussion and agreement that does not require formal action. An example would be approval on a minor issue or direction to report back with information about a certain matter.

A “Minute Order” involves a relatively simple motion and a vote. If the ayes have it, then the action is recorded in the minutes thus the term “minute order”. Board minutes are kept with agendas in chronological order. We have these documents for every single meeting since our formation in 1989.

A “Resolution” is one step higher than a minute order. A formal written resolution is considered wherein specific language is used to express the intent of the Board. Resolutions are maintained in the order of their adoption using a numerical system starting with the year then a sequential number. For example, 00-12 would be resolution number 12 in the year 2000. About a dozen resolutions are considered annually. All Resolutions are kept in a binder with a flysheet listing them in chronological order.

An “Ordinance” is one step higher than a resolution. An ordinance is another word for law. It is enforceable policy by virtue of it being an ordinance. Certain issues or matters require that they be put into an ordinance, such as the rules and policy by which we operate, fees and charges and so on. The District reorganized, updated and reformatted its ordinances in May of 2004. All ordinances are combined under subject chapter headings in an ordinance binder. Ordinances may be amended from time to time to reflect new policies and actions of the Board.

As a matter of law, we maintain a file of Memorandums, Resolutions, and Ordinances. We also maintain records relating to District history and other legal documents. Reports that are most important to our operations relate to fiscal matters including the budget process. The Annual Budget is a fiscal plan...and it should be treated as such. Once adopted, the Board should allow the staff to execute the plan without individual Board action on every small item unless changes are required. On the other hand, the Board should expect reports and explanations on expenditures through Warrant Registers, Fiscal Reports, Treasurer’s Reports, and Annual Financial Statements. Directors should study and learn to understand all of these reports.

The District Ordinance Code provides staff the requisite flexibility to operate as efficiently as possible. The Board must have trust and confidence in its staff if the Board has expectations that the daily operations of the District are to be cost efficient and effective. In order to facilitate this, all of our operating documents provide for sufficient guidance without being overly restricted to the point of developing insufficiencies. The staff is here to carry out the wishes and policies as a result of Board meetings.