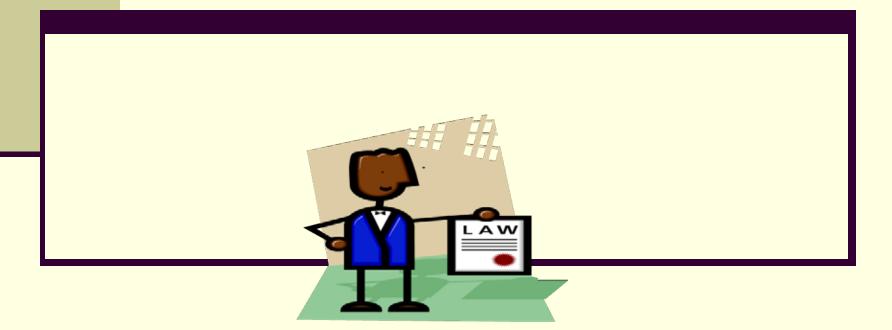
# CD Governance & Accountability Part 1



#### Outline

#### CD Board Responsibilities

- Members
- Compensation
- Ethics
- Nepotism
- Chair, clerk & treasurer

#### Meetings

- Open & closed meetings
- Public hearing
- Emergency meetings
- Minutes
- Notice
- Agendas



#### **Board Members**

- Board members may not be full or part time district employees.
- Board members may not contract with the district to provide services.
- There is an exemption for rural areas. (See the CD Governance & Accountability Manual.)
- CD board members are called "Supervisors" and are elected to serve 4 year terms.
- It is policy of the UCC that CDs maintain a full 5 member board and that a vacancy is filled in a timely manner.



#### Board Member Responsibilities

- The conservation district act reads: "board of supervisors shall elect a chair from among their number, and may elect other officers ...that the board considers necessary."
- In addition to a chair, the UCC encourages each district to appoint at least a vice chair and a treasurer from the board and to appoint or hire a clerk.

- Chair see later slide
- Clerk see later slides
- Treasurer see later slides
- Entire Board:
  - Approve all expenditures
  - Set a maximum budget over which purchases may not be made without the board's approval
  - At least quarterly review all expenditures authorized by the financial officer.
  - A CD with an expenditure budget of less than \$50,000 per year shall also have a member of the governing board sign all checks.

#### **Board Member Compensation**

- It is policy of the UCC that if the funds for board member compensation come from CD generated revenue then the CD must have a district compensation policy and the funds be part of the district's budget process.
- May not exceed \$5,000 annually
  - This applies to all compensation funds whether they come from the CD or the UCC SERA program.
- Annual limit does not include non time expense reimbursements such as travel, meeting registrations or miscellaneous purchases for district projects.



# Fiduciary Responsibility

- The fiduciary duty is a legal relationship between two or more parties (most commonly a "fiduciary" or "trustee" and a "principal" or "beneficiary").
- The fiduciary relationship is highlighted by good faith, loyalty and trust.
- It is a fiduciary duty to recognize potential conflicts of interest and avoid anything that could even appear as a conflict of interest.



#### Fiduciary Relationship Examples

Fiduciary/Trustee

District Board Member

Principal/Beneficiary
Constituents/Tax payers

District employees

Legislators

**Association Officer** 

Members

Manager

Supervisors

**Employees** 

**Parent** 

Children

#### Ethics & Nepotism

- Ethics prohibit the acceptance and solicitation of gifts, compensation or loans by an elected official; it also deals with conflicts of interest.
  - Elected officials may accept an occasional gift having a value of \$50 or less.
  - A conflict of interest may be allowed as long as full and proper disclosure is made.

Nepotism means that no public official may employ, appoint, vote for, or recommend a relative for employment.

(See the Governance & Accountability Manual for information on who is considered a relative and exceptions to this requirement.)



#### Confidentiality & Conflict of Interest

- To ensure confidentiality:
  - Be aware that it is your responsibility to protect confidential information revealed during discussions, proposals, or negotiations



- To address actual or potential conflicts of interest:
  - An elected official must publicly declare a conflict of interest prior to discussion, recommendation, vote or other official action on an issue.
  - The declaration must be recorded in the minutes.
  - The supervisor with the conflict of interest must refrain from participating in discussion and official action.

#### What Districts Expect from Employees

- Teamwork and excellence
- Professional conduct
- Code of ethics
- Cost consciousness
- Attendance and punctuality
- Appropriate personal appearance



#### Chair Responsibilities

- Provide leadership for developing agendas, conducting meetings and fulfillment of district's duties.
- Assure governance and accountability for district compliance with Utah Code and federal law, including annual training on the requirements of Utah Open and Public Meetings law.

#### Who May Be District Clerk?

- May not also be the Treasurer.
- May not also be the Chairman.
- May or may not be a board member.



#### District Clerk Responsibilities

- Attend meetings and keep a record of the proceedings.
- Maintain the financial records and present a financial report to the board at least quarterly.
- Prepare district checks after determining the following:
  - The claim was properly authorized.
  - The claim does not over expend the budget.
  - The claim was approved in advance.



#### Who May Be District Treasurer

- May not also be the chairman of the board.
- May not also be the district clerk.

May or may not be a board member.

#### Treasurer Responsibilities

- Custodian of district funds
  - Receive and deposit funds.
  - Keep an accurate account of all monies received & issue receipts.
  - Sign district checks.
  - "In special districts with an expenditure budget of less than \$50,000 per year, a member of the governing board shall also sign all checks."

(UCA 17A-1-439(2)(b))

Determine that sufficient funds are available to honor the check.

# Open & Public Meetings – *Utah Code* 52-4

- In an effort to help ensure that meetings are conducted openly, *Utah Code* requires that members of the board are provided with annual training on the requirements of this law.
- Open meeting
  - When the majority of a governing board, including CDs, meets to discuss or act upon a matter for which they have responsibility.
  - Includes:
    - Workshops
    - Executive Sessions
  - Does not include:
    - Chance Meetings
    - Social Meetings



#### Public Hearing

- A portion of an open meeting at which members of the public are provided reasonable opportunity to comment on the subject of the hearing.
- Required when a CD adopts a budget.



#### **Emergency Meetings**

- Meeting called to discuss an <u>urgent</u> matter due to <u>unforeseen</u> circumstances.
  - Give the best notice practicable of the time, place and topics to be considered.
  - Attempt to contact all board members.
  - A majority of the board members must approve the meeting.



# Closed Meetings

Per *Utah Code* 52-4 all CD meetings shall be open to the public, except for discussion of the following:

- the character, competence or health of an individual;
- deployment of security personnel, devices or systems;
- collective bargaining issues;
- pending or reasonably imminent litigation;
- purchase, exchange, lease, or sale of real property, if such discussion prevents the district form completing a transaction on the best possible terms; or
- investigative proceedings regarding allegations of criminal misconduct.



# Closed Meeting

- No resolution, contract, or appointment may be approved in a closed meeting.
- Closed meetings may be held only upon the affirmative vote of twothirds of board members present at a public meeting.
- No board action may be taken in closed meeting.



# Closed Meetings

- If closed to discuss the:
  - character, competence or health of an individual OR
  - the deployment of security personnel, devices, or systems,

the person presiding must **sign a sworn written statement** affirming
that the sole purpose for closing the
meeting was to discuss these issues.

No recorded or written minutes are required.

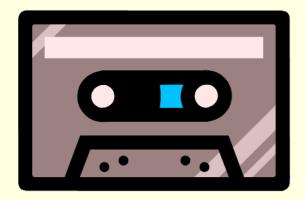


# Closed Meeting

For ALL other closed meetings regardless of budget or requirements for open meetings:

- the board <u>must</u> audio record the closed portion of the meeting and
- may keep detailed written minutes.

(See *Utah Code* 52-4-206)



#### Meeting Minutes

- In accordance with UCC policy, all CDs must have written minutes of their open meetings.
  - Exception:
    - a site visit or traveling tour where no vote or action is taken.
    - Events shall be summarized and recorded in the minutes of the meeting that follows that event.
- Written minutes <u>and</u> an audio recording are required for districts with annual budgets over \$50,000.
- Written minutes must be submitted annually to the Utah Conservation Commission.
- Audio recordings must be kept by the district for one year.



#### Meeting Minutes

- Open meeting minutes are <u>public</u> records.
- Minutes kept only by recording must be converted to written minutes within a reasonable time.
- Only written minutes shall be evidence of the official action taken at meetings.
- Closed meeting recordings and minutes are <u>protected</u> records.



#### Content of Minutes

#### Open meeting minutes shall include the:

- date, time and place of the meeting;
- names of board members present and absent;
- substance of all matters proposed, discussed, and decided;
- votes taken by individual board members;
- names of each person who <u>upon</u> <u>recognition by the presiding officer</u>, provided testimony and the substance in brief of their testimony or comments;
- any other information that any board member requests to be entered in the minutes.



# Closed Meeting Minutes

- When a meeting is closed, the following must be publicly announced and entered on the minutes of the open meeting at which the closed meeting was approved:
  - the reason for holding the closed meeting;
  - the location where the closed meeting will be held;
  - and the vote of each member, either for or against the motion.
- The recorded and any written minutes of a closed meeting shall include the:
  - date, time and place of the meeting;
  - names of board members present and absent;
  - names of all others present except where the disclosure would infringe on the confidentiality necessary for the original purpose of closing the meeting.

#### Meeting Notice Requirements

- All CDs should hold regular meetings and the board shall give public notice at least once a year of its meeting schedule.
  - Include dates, time and place
- If regular meetings are not held, the board shall give at least 24 hours notice.
  - Specify date, time and place
- The board shall give at least 24 hours notice of meeting agendas.



# Notice Requirements – Public Meeting vs. Public Hearing

Re	equirement	Public Meeting	Public Hearing
Med	ia	Must notify at least one newspaper of general circulation within the district's boundaries, or a local media correspondent. The district does not need to pay for this notice if the newspaper chooses not to publish the notice.	Must <u>publish</u> notice in at least one issue of a newspaper of general circulation in which the district is located. If the newspaper requires payment to publish the notice, then the district must pay the fee. If a newspaper of general circulation is not available, then post written notice in three public places within the district.

# Notice Requirements – Public Meeting vs. Public Hearing

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#### Utah Public Notice Website

- Beginning on April 1, 2008, notice of open meetings and agendas must be posted on the Utah Public Notice website.
- This is in addition to all other notice requirements.
- Districts with annual budgets less than \$1 million are <u>encouraged</u>, <u>but not</u> <u>required</u> to post notice on the website.
  - For more information on the website and how to use it: <a href="http://archives.utah.gov/PNWManual2008.pdf">http://archives.utah.gov/PNWManual2008.pdf</a>
  - To access the Utah Public Notice website: <a href="http://pmn.utah.gov">http://pmn.utah.gov</a>



#### Agendas

#### Agenda requirements:

- Provide <u>reasonable specificity</u> to notify the public of topics to be considered.
- Each topic shall be listed under an agenda item.
- Board may discuss a topic raised during an open meeting that was not on the agenda, but may not take final action during that meeting.



