

# BOARD GOVERNANCE POLICY



*Adopted: January 2022*

*Last reviewed: February 2024*

## **Powers and Duties of the NDLD Board of Directors**

It is the policy of the North Douglas Board of Directors to exercise those powers granted to it, and to carry out those duties assigned to it by law, in such a way as to best meet the needs of the District.

These duties include, but are not limited to:

1. Appoint the Library Director, determine working conditions, prescribe duties, and evaluate performance.
2. Approve rules and policies for the governance of the library. Determine long-range plans for the development and improvement of library service.
3. Approve and adopt the annual budget.
4. Propose tax levies to provide for, operate, and maintain the library.
5. Authorize all payments in accordance with the adopted budget. Any unusual extraordinary items should be brought to the Board's attention by the Library Director.
6. Accept, use, expend, or reject any real or personal property or funds donated to the public library, except that cash donations shall be administered in accordance with its terms, and all property or funds shall be held in the name of North Douglas Library District.
7. Set compensation for the Library Director.
8. Be aware of and follow state and local law governing libraries and special districts in general.
9. Be aware of the needs of the library in relation to the community, and keep abreast of state standards and general library trends.
10. Attend local and regional board workshops and trainings.
11. Attend board meetings, be an advocate for the library, and maintain accurate records.
12. Determine and cause one board member to be bonded.

## **Membership on the Board of Directors**

The Board of Directors of the North Douglas Library District shall consist of five residents of the District serving four year terms. All Board members must be residents in the District at the time of

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election or appointment. All membership and election requirements are provided by ORS 357.216-357.286 and ORS 255.

Each newly elected or appointed Board Director shall take the following oath of office, administered by a senior sitting member of the Board and notarized by a licensed public notary, at a Board meeting prior to assuming the duties of the position:

*“I, \_\_\_\_\_, do solemnly swear, or affirm, that I will support the Constitution of the United States, and the Constitution of the State of Oregon and the Laws thereof, and that I will faithfully discharge the duties of Director of the North Douglas Library District to the best of my ability.”*

Board Directors are expected to attend all meetings unless there is extenuating business or personal reasons for any absence.

### **Potential Membership on the Board of Directors**

Persons interested in running for a Board position shall file a nominating petition with the Douglas County clerk.

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

### **Vacancies**

Vacancies on the Board shall be filled by appointment by a majority of the remaining board members at a regular or special meeting, usually within 45 days of the occurrence of the vacancy. If a majority of the membership cannot agree, the vacancies shall be filled by the Douglas County court. (ORS 198.320).

The Board will declare the office of a director vacant upon any of the following:

1. The death or resignation of an incumbent.
2. When an incumbent ceases to be a resident of the district.
3. When an incumbent is removed from office or their election thereto has been declared void by judgment or decree of any appropriate court of law.

The vacancy will be filled from the list of candidates by majority vote of the Board at a regular or special meeting, usually within 45 days of the occurrence of the vacancy. Upon appointment by the Board, the newly appointed Board Director will be sworn and seated immediately. If a Board Director resigns, their resignation becomes effective when officially accepted by the Board at a regular meeting. The Board will announce the resignation and declare the vacancy at that meeting.

### **Orienting New Board Directors**

The Board and staff shall assist each new member-elect and appointee to understand the Board's functions, policies, and procedures before they take office. The following opportunities will be available:

1. New members shall be invited to attend and participate in public Board meetings prior to being sworn in.
2. The District Librarian shall provide material pertinent to District meetings, policies and procedures, a copy of the current budget, and Board member contact information.
3. New members shall be invited to meet the staff and discuss the services each performs for the District. They will be provided with a list of all District personnel by position.
4. A list of links to support documents and resources including Special Districts Association of Oregon, Oregon Ethics Law, Public Records and Meetings Manual will be available.

### **Ethical Standards**

The Board of Directors act as representatives of the citizens of the District. The Board individually and as a public entity subscribe to the Government Code of Ethics for Public Officials (ORS 244). No individual Board member may speak or act on behalf of the Board or District, except as authorized to do so by official Board action as recorded in the official minutes, guidelines, or policies of the District.

### **Board Organization**

Every year at the July meeting, or as soon thereafter as may be practicable, the Board shall:

1. Administer the Oath of Office to any new members.
2. Select officers: Chair, Vice-Chair, Treasurer, Secretary Pro-Tem.
3. Appoint the District Librarian as the Executive Secretary for the District.
4. Determine a time and place for regular meetings.
5. Set compensation for board meetings (pursuant to ORS 198.190, not to exceed \$50.00).

### **Duties of Board Officers**

If a member is unable to continue to serve as an officer, a replacement shall be elected immediately by the Board. The replacement officer shall serve the remainder of the officer's term until the following July.

#### Duties of the Chair

1. The Chair shall preside at meetings of the Board, and perform all duties prescribed by the Oregon Revised Statutes.

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2. The Chair shall consult with the Executive Secretary regarding the preparation of the meeting agenda.
3. The Chair shall have the same right as other members of the Board to entertain resolutions or motions, to discuss issues and to vote on any issue.
4. The Chair may call Special Meetings of the Board as described by the Oregon Public Meetings Law.
5. The Chair shall sign official District documents on behalf of the Board when authorized to do so by a majority of the Board.
6. The Chair will decide questions of order at Board meetings.
7. The Chair shall appoint special committees of one or more members for such specific purposes as the functions of the Board may require from time to time.
8. The Chair will represent the Library and Board at official functions and before the press, unless this duty is delegated by the chair or the board to another member of the Board.

#### Duties of the Vice Chair

In the Chair's absence, the Vice-Chair shall have the powers and duties of the Chair of the Board as described. The Vice-Chair shall have such other powers and duties as a majority of the Board may from time to time determine.

#### Duties of the Treasurer

1. The Treasurer works with the District Librarian to ensure that accurate accounting and financial records are maintained by the District.
2. The Treasurer shall annually review all required end-of-year financial forms and confirm their timely submission to the state or local agencies requiring them.

#### Duties of the Secretary Pro-Tem

In the Executive Secretary's absence, the Secretary Pro-Tem shall carry out the duties of the Executive Secretary as described.

#### Duties of the Executive Secretary

1. Cause accurate minutes of Board meetings to be taken, transcribed, and distributed to each Board Member in a timely manner for review prior to approval.
2. Make approved minutes available on the District website and on paper in an orderly file.
3. Respond directly to routine correspondence.
4. Handle correspondence of special interest to the Board as follows:
  - a. Draft replies in advance, when possible, for Board review.
  - b. Seek instruction for reply when necessary.
  - c. Prepare correspondence as the Board directs.
5. Prepare for Board meetings:
  - a. Prepare the agenda with the advice of the Chair.
  - b. Call to the Board's attention legal requirements and those matters for which the District is responsible.
6. Board meeting duties:

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- a. Attend meetings or designate an alternate.
  - b. Make physical arrangements for meetings.
  - c. Provide notice of meetings in accordance with Public Meetings Law.
7. Maintain and update the District Policy and Procedure manual.

### **Board Meetings**

1. Preparation for Board Meetings
  - a. The agenda, pertinent reports, and minutes of the previous meeting shall be available to each member of the Board prior to any regularly scheduled Board meeting.
  - b. The proposed agenda will be posted on the District's website and at two locations convenient for review by District personnel and the public.
2. Board Meeting Agenda
  - a. The Executive Secretary shall draft the agenda after conferring with the Chair of the Board. The following general order shall be observed:
    - i. Call to Order/ Pledge of allegiance
    - ii. Additions to agenda
    - iii. Public comment on agenda items
    - iv. Approval of the minutes
    - v. Librarian's Report
    - vi. Financial report
    - vii. Local Reports
    - viii. Old business
    - ix. New business
    - x. Comments from citizens on items not on the agenda
    - xi. Next meeting
    - xii. Adjournment
3. Public Meetings Law
  - a. This policy applies to all meetings of the Board of Directors of the North Douglas Library District, and to any meetings of subcommittees or advisory groups appointed by the Board if such subcommittees or advisory groups normally have a quorum requirement, take votes, and form recommendations as a body for presentation to the Board of Directors. All meetings shall be conducted in accordance with the Oregon Public Meeting Law (ORS 192.610-192.710 and 192.990), including:
    - i. Regular, special, and emergency meetings.
    - ii. Meetings held by telephone.
    - iii. Board work sessions.
    - iv. Executive sessions.