

City of Elko           )  
County of Elko       )  
State of Nevada      )

SS      January 8, 2018

The City Council of the City of Elko, State of Nevada met for a special meeting beginning at 3:00 p.m., Tuesday, January 8, 2018.

This meeting was called to order by Mayor Reece Keener.

## **CALL TO ORDER**

## **ROLL CALL**

**Mayor Present:**       Reece Keener

**Council Present:**    Councilman Chip Stone  
                              Councilman Bill Hance

**City Staff Present:**  Curtis Calder, City Manager  
                              Scott Wilkinson, Assistant City Manager  
                              Kelly Wooldridge, City Clerk  
                              Jonnye Jund, Administrative Services Director  
                              Dennis Strickland, Public Works Director  
                              Cathy Laughlin, City Planner  
                              Suzie Shurtz, Human Resources Manager  
                              John Holmes, Fire Marshal  
                              Mike Palhegyi, Police Lieutenant  
                              James Wiley, Parks and Recreation Director  
                              Bob Thibault, Civil Engineer  
                              Diann Byington, Recording Secretary

## **PLEDGE OF ALLEGIANCE**

## **COMMENTS BY THE GENERAL PUBLIC**

Pursuant to N.R.S. 241, this time is devoted to comments by the public, if any, and discussion of those comments. No action may be taken upon a matter raised under this item on the agenda until the matter itself has been specifically included on a successive agenda and identified as an item for possible action. **ACTION WILL NOT BE TAKEN**

*There were no public comments.*

## **I.           PRESENTATION**

- A.     Presentation by the Nevada Public Agency Insurance Pool regarding Board Governance and Ethics, and matters related thereto. **INFORMATION ONLY – NON ACTION ITEM**

Wayne Carlson, Nevada Public Agency Insurance Pool, gave a presentation (Exhibits “A”, “B” & “C”).

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*There were no public comments.*

There being no further business, Mayor Reece Keener adjourned the meeting.

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Mayor Reece Keener

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Kelly Wooldridge, City Clerk

# Nevada Ethics in Government Law

## NRS 281A

### ► Rules to Live By as a Nevada Public Official



# Public Policy



- ▶ Public office is a public trust for the sole benefit of the people
- ▶ Public officers and employees must avoid conflicts of interest between their private interests and public duties

# Duty to Inform About Ethics Law

- On or before the date of taking the oath of elected office:
  - Must be **informed** of the statutory ethical standards by the board clerk and
  - **File an acknowledgment** of the statutory ethical standards with the Ethics Commission
- Within 30 days after a public employee begins employment the appointing authority shall provide information concerning the statutory ethical standards.

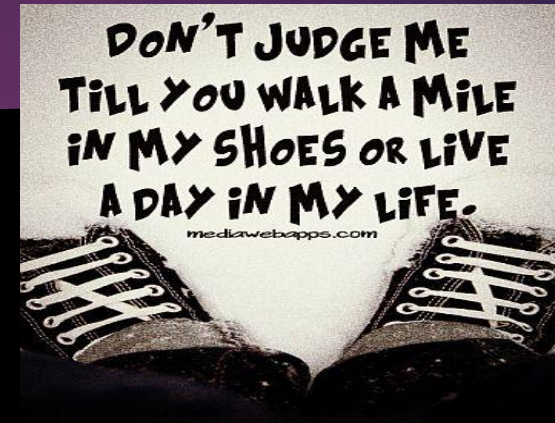
# To Whom does the Code of Ethical Standards Apply?

- ▶ Public Officers Elected or Appointed to a position created by
  - ▶ Constitution
  - ▶ State Law
  - ▶ Ordinance
- ▶ And who exercises public power, trust or duty
- ▶ Specifically includes county manager, city manager, superintendent of schools
- ▶ Applies whether employed, appointed or under contract with or without compensation and regardless whether acting, temporary or interim



# Who is NOT a Public Officer?

- ▶ Judges
- ▶ Justices
- ▶ Officers of the Court System
- ▶ Members of board, commission or other body that is advisory
- ▶ Member of board of GID or special district only if duties do not include budget or expenditure approval
- ▶ County Health Officer (per NRS 439.290)



# Code of Ethical Standards for Public Officer or Employee

- **Shall not seek or accept** any
- Gift
- Service
- Favor
- Employment
- Engagement
- Emolument or
- Economic opportunity



for self or others to whom there is a commitment in a private capacity that would tend improperly to influence the impartial discharge of public duties

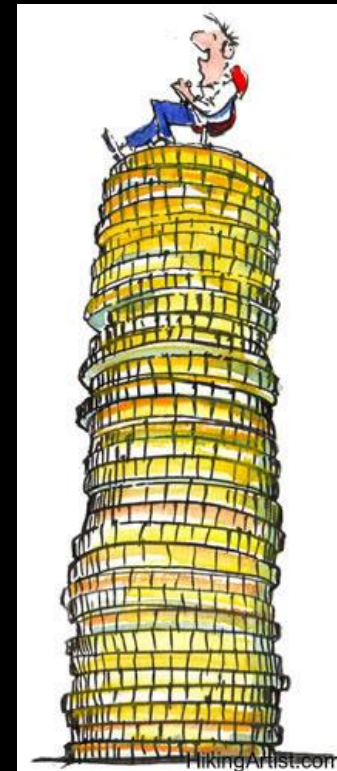


# Code of Ethical Standards for Public Officer or Employee

- **Shall not use public position to**

- Negotiate for
- Secure or
- Grant

unwarranted privileges, preferences, exemptions or advantages for self or any business entity in which he has a pecuniary interest or a commitment in a private capacity to the interests of that person



# Code of Ethical Standards for Public Officer or Employee

- ▶ **Shall not accept** any compensation for self or others to whom there is a commitment in a private capacity from any private source for performance of public duties



# Code of Ethical Standards for Public Officer or Employee

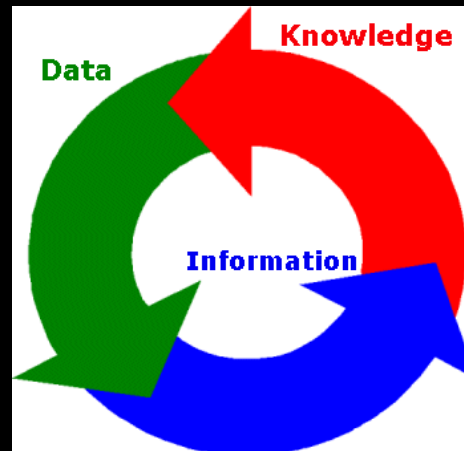


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- ▶ **Shall not bid on or contract** with agency whom he serves as a public officer (except under limited circumstances)

# Code of Ethical Standards for Public Officer or Employee

- ▶ Shall not use information not available to public to further his own significant pecuniary interests or the interests of others to whom there is a commitment in a private capacity



# Code of Ethical Standards for Public Officer or Employee



- ▶ Shall not suppress any official governmental documents because it might tend to affect unfavorably significant pecuniary interests for self or others to whom there is a commitment in a private capacity

# Code of Ethical Standards for Public Officer or Employee

- ▶ Shall not use governmental
  - ▶ Time
  - ▶ Property
  - ▶ Equipment or
  - ▶ Other facility
  
- ▶ to benefit significant personal or pecuniary interest for self or others to whom there is a commitment in a private capacity except limited use if authorized



# Code of Ethical Standards for Public Officer or Employee



- ▶ Shall not use official position to benefit personal pecuniary interests or contracts for self or others to whom there is a commitment in a private capacity



# Selling Goods or Services to Public Agency

- ▶ Prohibits members of public agency board from selling goods or services to public agency.
- ▶ Exceptions:
- ▶ Sole source of supply of the goods or services within the territorial jurisdiction of the local agency governed
- ▶ Meeting has a clear and conspicuous statement that it is considering purchasing such goods or services
- ▶ The member discloses his or her significant pecuniary interest and does not vote upon or advocate the approval of the matter and
- ▶ Is approved in accordance with all other applicable provisions of law.
- ▶ May request Ethics Commission to waive this prohibition under certain circumstances.



# Code of Ethical Standards for Public Officer or Employee

- ▶ Representation or counseling of private person for compensation before public agency prohibited
- ▶ Representation or counseling of private person for compensation before another local agency if the territorial jurisdiction of the other local agency includes any part of the county in which the member serves is prohibited. Exceptions must be requested from Ethics Commission.
- ▶ Shall not spend funds to support or oppose a ballot question or a candidate (may provide a public issues forum for discussion and debate)

# Disclosure Requirements

- ▶ Must provide information sufficient to inform the public of the potential effect of the action or abstention
- ▶ Disclosure must be made at the time the matter is considered
- ▶ Must make the disclosure in public



# Voting by Public Officers

- ▶ Shall NOT :
  - ▶ Approve
  - ▶ Disapprove
  - ▶ Vote
  - ▶ Abstain
  - ▶ Act
  - ▶ Advocate passage or failure (but may participate in the consideration)...
- ▶ On any matter in which the independence of judgment of a reasonable person would be materially affected by his
  - ▶ acceptance of a gift or loan
  - ▶ significant pecuniary interest
  - ▶ commitment in private capacity to the interests of others (household members, relatives, employer or business or similar relationships)



# Abstention

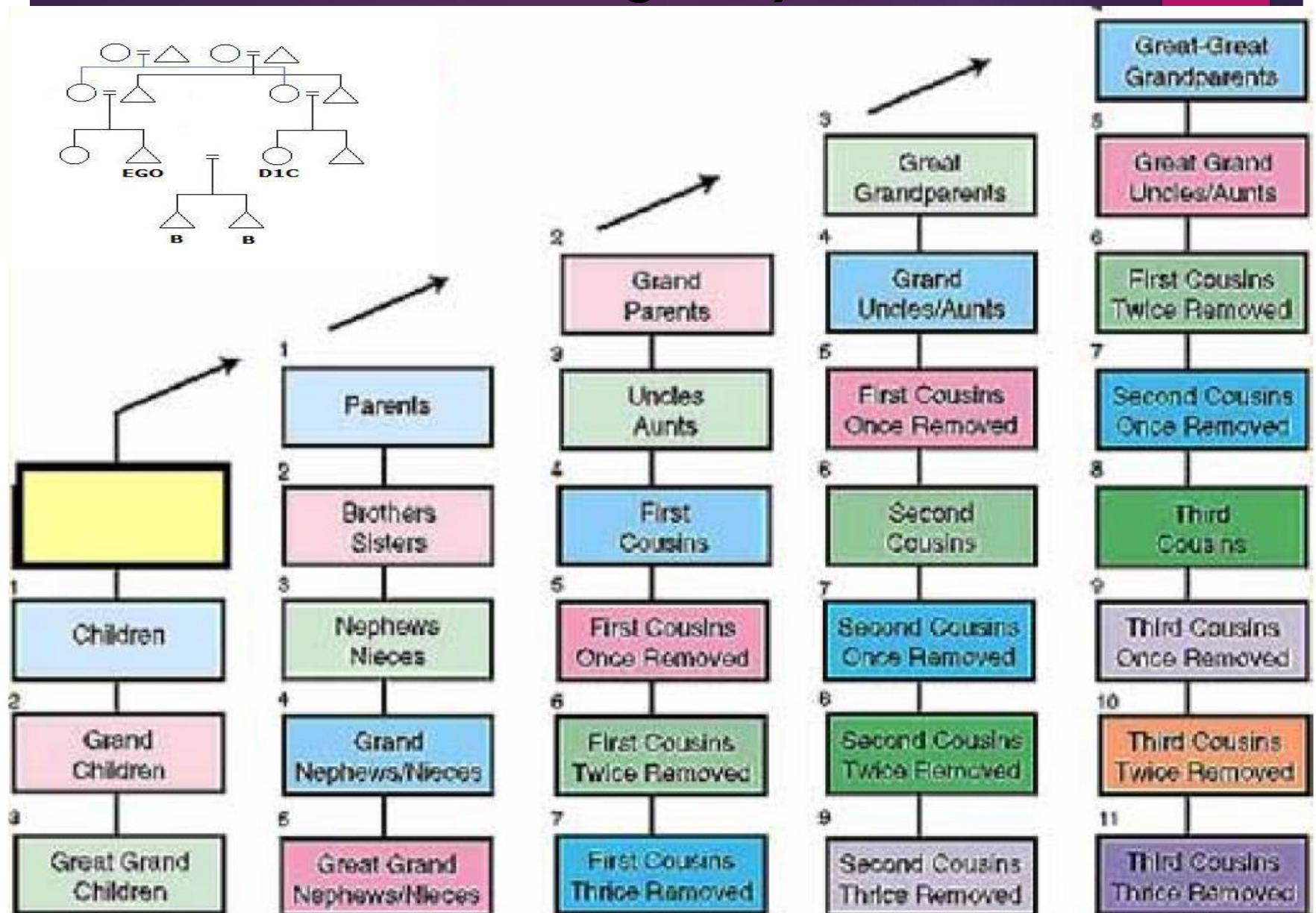
- Requires abstention only in clear cases where the independence of judgment of a reasonable person in the public officer's situation would be materially affected



# Commitment in a Private Capacity Defined

- ▶ Commitment, interest or relationship to a party includes:
  - ▶ Spouse or domestic partner
  - ▶ Member of the household
  - ▶ Related by blood, marriage, adoption, domestic partnership within 3<sup>rd</sup> degree of consanguinity
  - ▶ Employer of you, your spouse, domestic partner, household member
  - ▶ With whom you have a substantial and continuing business relationship
  - ▶ Anyone with whom you have any other commitment that is a substantially similar relationship to those listed above

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# Pecuniary Interest Defined

- ▶ Beneficial or detrimental interest involved in, measured in or related to money, including:
  - ▶ Economic value
  - ▶ Payments or money owed by law, regulation, contract or agreement



# Voting by Public Officers



- ▶ MAY VOTE if the benefit or detriment to public officer is not greater than that accruing to any other member of the general business, profession, occupation or group affected by the matter before the board



# Independent Judgment

- ▶ Judgment NOT affected if the benefit or detriment accruing to him/her is no greater than to any other member of the group, business, profession or occupation - MAY VOTE AFTER DISCLOSURE
- ▶ IF Judgment WOULD BE affected, the individual shall NOT vote or advocate passage or failure, but may participate in consideration of the matter IF FULL DISCLOSURE IS MADE
- ▶ DISCLOSURE must provide sufficient information to inform the public of the potential effect of the conflict of interest

# Role of Ethics Commission

Investigation of  
alleged violations

Inform the Attorney  
General or district  
attorney of all cases  
of noncompliance  
with ethics law

Conduct hearings  
on requests for an  
opinion and render  
decisions

Recommend  
legislation to  
strengthen law

Publish ethics law  
manual

- 



# Consequences of Ethics Law Violations



May impose civil fines

\$5,000 for first willful violation

\$10,000 for second willful violation

\$25,000 for third willful violation

\$5,000 for person who interferes with investigation

**If a financial gain occurred, an additional penalty of up to 2 times the gain**

May report willful violations for purpose of initiating impeachment proceedings

May report willful violations to court for removal from office

Violation not willful if obtained legal counsel advice and if not contrary to prior Ethics Commission opinions

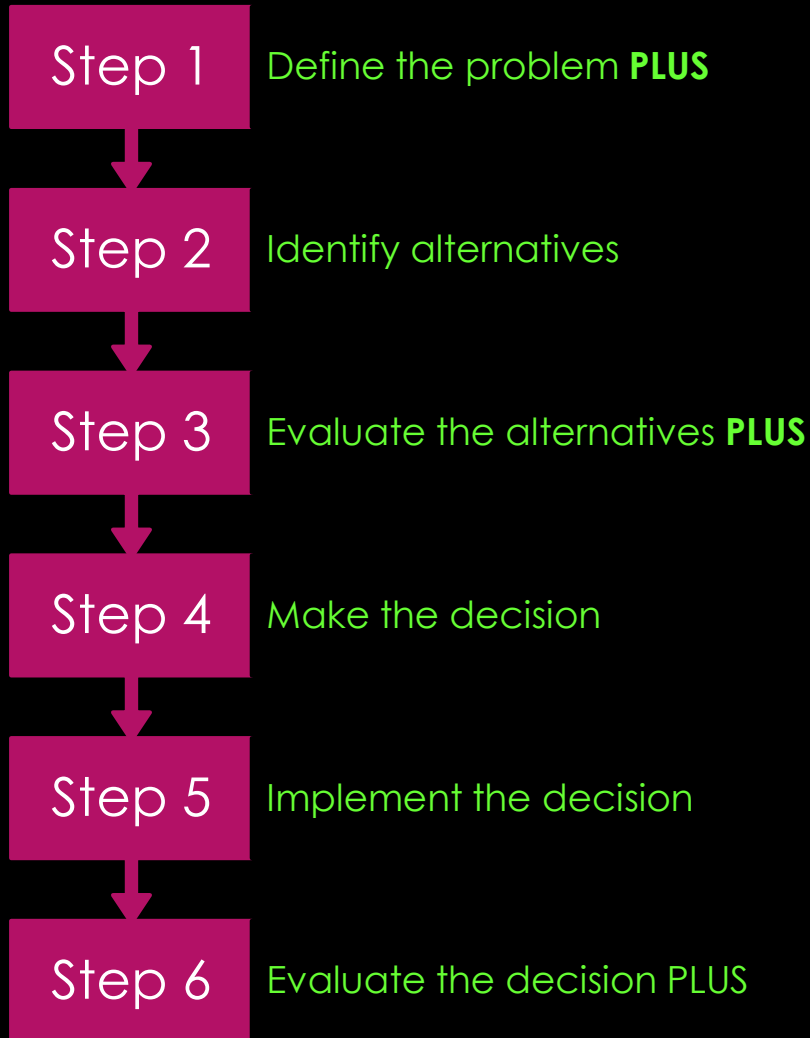
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# Ethics Management As Cultural Change

## **PLUS** Ethical Decision Making Filters

- ▶ **P=Policy L=Legal U=Universal S=Self**
- ▶ **Universal Principles and Values**
- ▶ **E** - Empathy - understanding the thoughts and needs of others
- ▶ **P** - Patience - taking the time to understand before we act
- ▶ **I** - Integrity - honesty and truth in all situations
- ▶ **C** - Courage - doing what is right even when it is difficult
- ▶ The Ethics Resource Center: [www.ethics.org](http://www.ethics.org)

# Six Steps to Ethical Decision Making



# Ethics Simplified



- ▶ Follow the law and ethical standards
- ▶ Authority to act comes from official board action
- ▶ Personal goals are subordinate to board's goals
- ▶ Act collectively, not individually
- ▶ Focus on the highest and best interests of all whom you serve

# The Leadership Test

- ▶ Am I Doing the Right (Ethical) Thing
- ▶ at the Right (Ethical) Time
- ▶ the Right (Ethical) Way
- ▶ and for the Right (Ethical) Reason?



# Mission



“A BOARD MUST ULTIMATELY BE JUDGED...BY HOW EFFECTIVELY **(AND ETHICALLY)** IT ACHIEVES THE MISSION OF THE INSTITUTION.”

— CYRIL HOOLE

# OPEN MEETING LAW

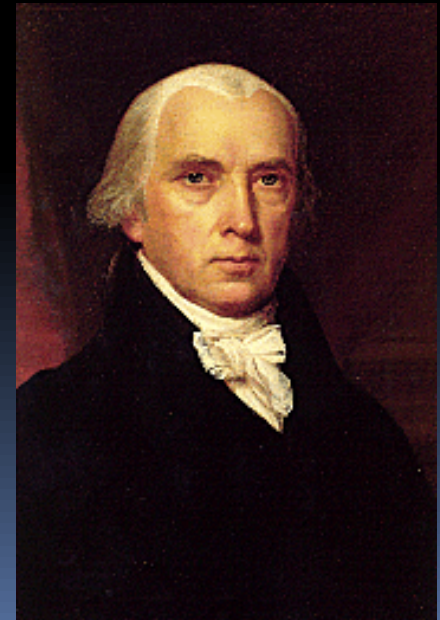
## NRS Chapter 241



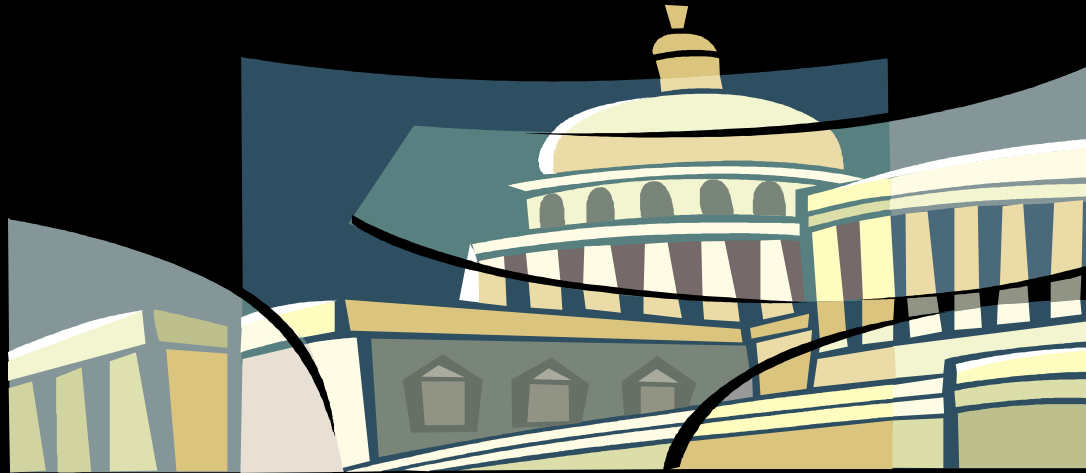
# Historical Concept

- *"A popular Government without popular information or the means of acquiring it, is but a Prologue to a Farce or a Tragedy or perhaps both. Knowledge will forever govern ignorance, and a people who mean to be their own Governors, must arm themselves with the power knowledge gives".*

- James Madison, Fourth President



# Legislative Intent



- ▣ All public bodies exist to aid in the conduct of the people's business.
- ▣ Deliberations must be conducted openly
- ▣ Actions must be taken openly
- ▣ Must notify the public and persons subject to administrative action

# Public Body Defined

- “Public body” is an entity, with at least two members and is created by:
  - State Constitution
  - NRS or NAC
  - City charter or ordinance
  - Executive order issued by the Governor
  - Resolution by body created by statute
  - Ordinance of a local government
  - Resolution of a political subdivision of the State
  - Board, commission, committee that is appointed by the Governor



# What is a “Public Body?”

- Any administrative, advisory, executive or legislative body of a local government
  - which expends or disburses or is supported by tax revenue
  - which advises or makes recommendations to such an entity
  - includes any board, commission, committee, subcommittee or other subsidiary
- A collegial body that has more than one person and whose members share voting powers.
- Must perform a government function
- Does not apply to agency staff meetings where reports go to a superior and decisions are not reached by vote or consensus, except when staff is delegated authority to act on behalf of the public body

# What about Safety Committees?

- When delegated authority to act on behalf of the public body in formulation, preparation and promulgation of plans or policies or to make decisions on behalf of the public body (such as, claims settlements), the committee is subject to the Open Meeting Law



# Meeting Definition: Gatherings of a Public Body

- When a quorum of the public body is present whether in person or by electronic means to deliberate toward a decision or to take action on a matter
- Any series of gatherings at which
  - Less than a quorum is present whether in person or by electronic means
  - The members attending one or more of the gatherings collectively constitute a quorum
  - The series of gatherings was held with the **specific intent** to avoid the Open Meeting Law
- Meetings of public body that are quasi-judicial in nature are subject to open meeting law.



# Electronic Serial Communications

- ▣ If a member of the board emails, faxes or calls a quorum of the board on a board issue, is this a violation?
- ▣ YES!!
- ▣ Why? Because it was no longer a private discussion, but a deliberation that must be done in open session.



# Specific Exemptions

- Social gatherings at which a quorum is present, whether in person or by electronic means, and **do not deliberate toward a decision or take action on a matter**
- Hearings by school boards to consider expulsion of pupils
- Local ethics committees for rendering confidential opinions to elected officials, but not to discuss past conduct of officials



# Specific Exemptions

- ▣ Meetings between public body and attorney to **discuss and deliberate** on existing or potential litigation at other than a board meeting may occur without any public notice required and are considered “**non-meetings**”
- ▣ Closed sessions during board meetings with attorney to **discuss and deliberate** on existing or potential litigation may be subject to attorney-client privilege, but closed session must be noticed and **action must be taken in open session**



# Specific Exemptions: County Hospitals Only (2015)

- May be Closed to Discuss:
- New or Materially Expanding Hospital Services
- Acquisition of an Additional Facility or Material Expansion of Existing Facility

**May NOT be Closed to Discuss**

- Change of Management
- Ownership or
- Dissolution of the Hospital



# Decisions by Boards



- ▣ A public body that is composed of elected officials may not take action by vote unless at least a majority of *all* of the members of the public body vote in favor of the action. Abstentions do not count as a vote.
- ▣ If a public body has elected officials and members who are not elected officials, an affirmative vote may be taken by a majority of the members present during the meeting.

# Can there be Alternates on the Board? (2015)



- ***Unless*** legal authority under which public body was created authorizes: **NO substitutes** may be designated by either the public body or the member of the public body
- ***If*** legal authority allows substitutes, designation must be in writing or on the record of the public body; then, substitutes has the status of member of the public body

# Agendas

- Items on the agenda of a public meeting that may have action taken must have the designation “for possible action” next to the item.
- Agenda must state that: (1) items on the agenda may be taken out of order, (2) the public body may combine two or more agenda items for consideration, and (3) the public body may remove an item from the agenda or delay discussion at any time.
- Two Public Comment periods must be included, but no action can be taken until properly placed on an agenda
- Restrictions on comments from the general public. The restrictions must be reasonable and may restrict time, place, and manner of the comments, but may not restrict comments based upon viewpoint.
- Notice must include the name and contact information for the person from whom supporting materials may be requested and the list of locations where such material is available
- Should have statement explaining how a person needing special accommodations can obtain assistance



# Agenda Basics:

- A list describing the items on which action may be taken and clearly denoting that action may be taken on those items.
- “clear and complete” rule for description of items on every agenda:
- Avoid generic descriptions of items such as “reports by staff” or “items for future meetings”
- Give the public as much notice about what will be discussed under the description of the item as is then known by the public body.
- Use of broad unspecified categories in an agenda should be restricted only to items for which it cannot be anticipated what specific matters will be considered.



# Agenda Basics

**A clear and complete statement of the topics scheduled to be considered during the meeting.**

- Must provide notice in fact
- Use a standard of reasonableness
- Use specific language
- Do not use generic agenda items
- Also required for retreats



# Agenda and Notice

- Meetings must be open and public
- If videoconferenced or teleconferenced, must assure board and public can hear, observe and participate
- Reasonable accommodations required for disabled
- Written notice given at least 3 working days prior to meeting (except in an emergency)
- Notice must include time, place and location; list of locations where notice was posted; agenda
- Post at principal office or meeting place plus three other prominent places and mail copies to subject parties or persons requesting such mailing and Web site if you have one
- Document each posting location, date, time, person(s) doing posting at each location, their title and signature (2015)

# State Official Website Posting

- Effective July 1, 2014, all public bodies must post a link to their website or an email address for obtaining agendas and supporting materials on the official state website to be created for this purpose. This is in addition to and subject to all other agenda posting requirements.

<https://notice.nv.gov/>

**NOTICE  
OF  
PUBLIC  
HEARING**

# Violations



- Requires that if the State Attorney General finds that a public body violated the Open Meeting Law, then the public body must include an item on the next agenda acknowledging the findings of the Attorney General.
- Allows for the Attorney General to subpoena any records, documents, or materials related to an investigation into a violation of the Open Meeting law.
- For an agenda item regarding an open meeting law violation, “for possible corrective action” should be placed next to that item.
- May take immediate corrective action during meeting if violation occurs during the same meeting

# Public Body: Emergency Meeting:

## Emergency Meetings:


- “Emergency” is defined as an unforeseen circumstance which requires immediate action and includes, but is not limited to:
    - (a) disasters caused by fire, flood, earthquake or other natural causes; or:
    - (b) any impairment of the health and safety of the public
- NRS 241.020(8).





# Notice of Emergency Meeting

Emergency meeting notice: (Manual, S. 6.o8)

- Meetings scheduled with less than 3 days notice must be limited only to the matter which qualifies as an emergency.
  - Notice should be amended whenever possible to comply with the notice requirements or to give the public as much notice as possible.
  - Minutes should reflect the nature of the emergency and why notice could not be timely given.
- 

# Agenda and Supporting Materials

- One hard copy must be available at the meeting of the public body:
  - Agenda
  - Ordinance or Regulation to be discussed
  - Other Supporting Material for Agenda Items      Note:  
for a city or county with population over 45,000, must post agenda and supporting material on website at time released to board members or within 24 hours after meeting if distributed at board meeting; may offer electronic version
    - Exceptions (NRS 241.020.6)
      - Confidential proprietary documents
      - Materials for Closed Sessions
      - Materials declared confidential by law




# Closed Personnel Sessions: Caution!!!



- ▣ May close session to **consider** the character, alleged misconduct, professional competence or physical or mental health of a person – Exceptions:
  - May not close for elected official or for an appointed public officer who serves at the pleasure of a public body such as a chief executive or administrative officer or comparable positions including city or county manager or school district superintendent
  - May not close to discuss appointment of any person to public office)
  - Person subject to closed session may request that it be open; must then be open unless a relevant person (witness or other person) requests it remain closed
  - Determining who may attend: Chair's discretion or public body can vote on the determination in open session; person subject may attend and have an attorney or representative present
  - Person subject may present evidence (written or testimonial)
- ▣ **Deliberation and Action** must be taken in **OPEN SESSION!**






# Closed Personnel Sessions: Agenda and Notice

- Agenda must state that a closed session will be held, **identifying the person subject**
- Agenda must state whether administrative action regarding a person will be considered and name the person subject
- **Notice to the person subject** to closed session or administrative action must be given; proof of service required - 5 working days if personal service, 21 working days if by certified mail (excludes meetings held to consider an applicant for employment from the 21-day meeting notice).
- Notice must list the general topics concerning the person to be considered
- Notice of closed session pursuant to NRS 241.033 that states that administrative action may also occur fulfills both notice requirements (NRS 241.033 and 241.034)
- **Deliberation and Action** must be taken in **OPEN SESSION!**



# Closed Sessions: Caution!!!

- Certain labor negotiations
  - No Attorney-Client privilege except to receive information or to discuss existing or potential litigation
  - Decisions taken in closed session are void
  - Quasi-judicial functions limited to *deliberations* on evidence received in a public evidentiary hearing but only about the character, alleged misconduct, professional competence or physical or mental health of a person; vote must be done in open session
  - A motion to close any meeting must state the nature of the business to be considered and the statutory authority authorizing closure!
- 

# A CLOSED MEETING MAY NOT BE HELD IF:

- A public body seeks:
  - ① to discuss the appointment of any person to a public office or as a member of a public body;
  - ② to consider the character, alleged misconduct, professional competence, or physical or mental health of an elected member of a public body;  
(see NRS 241.031)
  - ③ to conduct attorney-client communications, unless to discuss pending or threatened litigation
  - ④ to discuss indebtedness

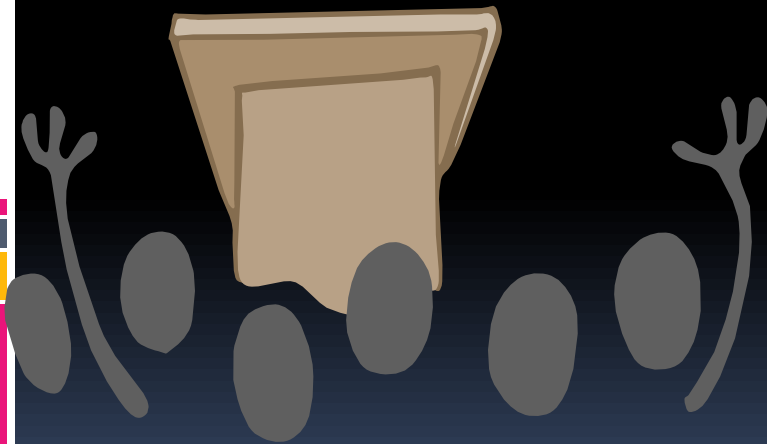
# Meeting Basics: two components

- **Deliberate** means collectively to examine, weigh and reflect upon the reasons for or against the action. Includes without limitation the collective discussion, acquisition and exchange of facts preliminary to the ultimate decision. (2013)
- **Action** means decision, promise or commitment (no secret ballots or secret promises)
  - Action occurs when a vote is taken
    - If board includes non-elected officials, by a majority of the members present **whether in person or by electronic means (2013)** during a meeting of a public body
    - If board is comprised only of elected officials, by a majority of all of the members

# Meeting Basics

## Public Comment Period.

- Reasonable rules and regulations that ensure orderly conduct of a public meeting and ensure orderly behavior on the part of those persons attending the meeting may be adopted by a public body.
- A period devoted to comments by the general public, if any, and a discussion of those comments must be included on each agenda meeting.



# Public Comment Periods

At a minimum, a public body, during an open meeting, must provide for public comment:

- (1) At the beginning of the meeting, and again at the end of the meeting, before adjournment,

OR

- (2) Before taking action on each agenda item that is denoted as one which the public body may take action.

In addition the public must be allowed to comment on any matter that is not specifically included on the agenda as an action item. However no action may be taken if it is not included on the agenda.

# Comments Made During a Meeting

- ▣ Statement made by member of public body at public meeting is absolutely privileged and does not impose liability for defamation of constitute a ground for recovery in a civil action
- ▣ A witness who is testifying at public meeting is absolutely privileged to publish defamatory matter, except that it is unlawful to misrepresent any fact knowingly when testifying



# Minutes & Recordings



- Must note date, time and place of meeting
- Must list members present and absent
- Must include the substance of all matters proposed, discussed or decided
- Upon request of member, must record each members vote on any matter
- Capture the substance of public comment if requested to include in the minutes or, if written remarks, a copy if so requested
- Any other information a member requests to be included
- Minutes are public records
- Minutes must be made available for public inspection within 30 working days after adjournment of the meeting; mark if unapproved
- Meetings MUST be recorded and the recording is a public record or must be transcribed by a certified court reporter
- Minutes must be retained for 5 years (audio recording for 1 year); thereafter minutes may be transferred for archival preservation in accordance with [NRS 239.080](#) to [239.125](#), inclusive
- Closed meeting minutes and recordings may be released only with the consent of the person subject
- Closed meetings with attorney: recordings are confidential



# Violations & Consequences



- ▣ Action taken in violation of law are void; may be placed on future agenda properly noticed for hearing and action
- ▣ Suit may be brought to declare action void or for injunction

## **Criminal sanctions:**

- ▣ Each member who attends a meeting where action is taken in violation of Open Meeting Law, with knowledge of the fact of a violation, is guilty of a misdemeanor.
- ▣ Wrongful exclusion of person(s) from a meeting is a misdemeanor.
- ▣ Fines up to \$1,000
- ▣ Jail up to six months
- ▣ Removal from office if criminally convicted of violation

## **Civil penalties:**

- ▣ In addition to criminal penalties, a \$500 civil penalty to any member of a public body that attends a meeting of that public body in which action is taken in violation of the Open Meeting Law, and who participates in such action with knowledge of the violation.

# It's the Public's Business

- ▣ Open meetings – open agendas
- ▣ Appearance of intent to violate when in closed situation
- ▣ Remember that you serve the public so they have a right to know what you know and actions you are taking
- ▣ Public Comment: you may limit the time but not the content of the speech
- ▣ When in doubt, be open!
- ▣ For more: go to <http://ag.state.nv.us>





# CITIZEN TO LEADER

I am their leader.  
Which way did they go?



# GAINING ON GOVERNANCE

- Coping with my election
- Once I was one of us, now I am one of them
- When my behind hits the seat, I am an expert
- People, potholes and poop

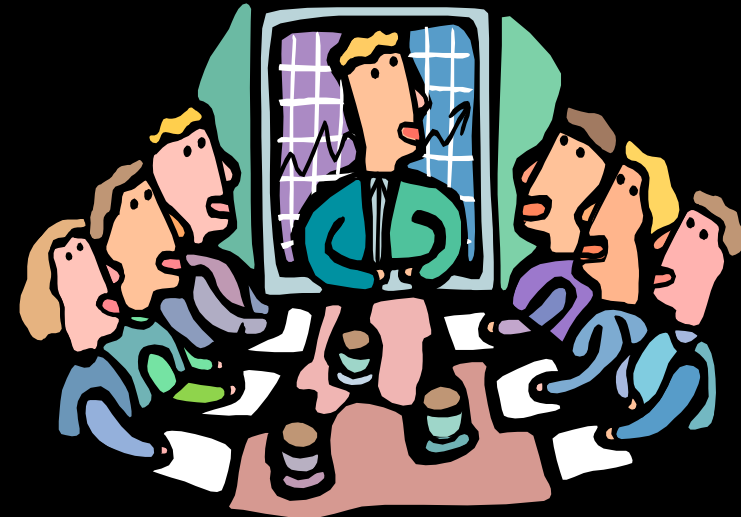
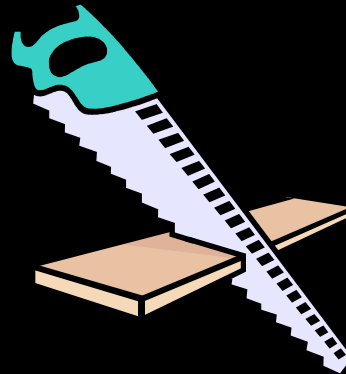
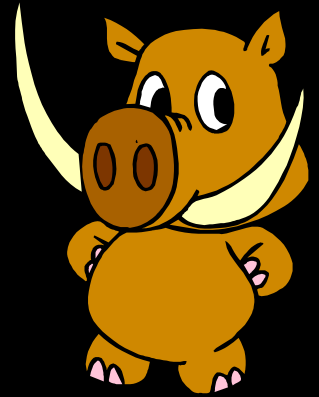
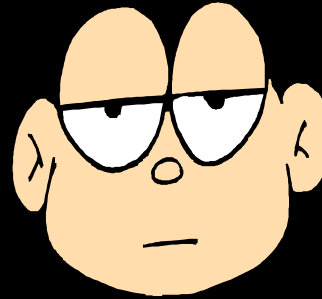
# NOW WE ARE ONE

- Dialogue with many voices
- Consider many alternatives
- Be cautious and considerate
- Learn the facts
- Decide What's Best for All Citizens
- Speak with One Voice



# FROM POLITICS TO POLICY

- Being a bore
- Being a boar
- Being a board
- Being a B.O.A.R.D.
  - Bold
  - Open
  - Active
  - Responsive
  - Decisive





# LEADERSHIP

- Leaders find a crowd and get in front
- Leaders are pushed in front of the oncoming traffic
- Leaders are found by followers
- Leaders lead with compassion and consideration

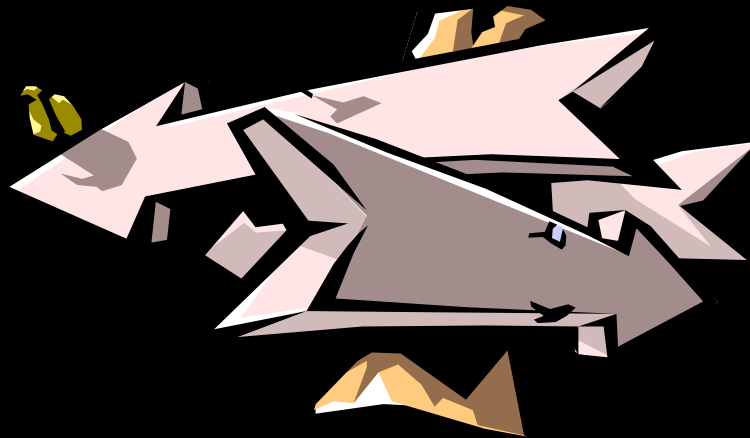
# BOARDS 101 – WHO ARE WE?

- “There is no other group than the trustees, both deeply concerned and yet above the fray, to insist on the clarification of mission; to monitor institutional progress; to protect the independence and integrity of the institution.”
  - John W. Nason, The Nature of Trusteeship



# DECISION MAKING

- The most important role of governance
- Decisions are based on policy
- Board can retain or delegate decision making authority



# OVERSIGHT

- Central to everything a board does
- Involves monitoring decisions and actions to ensure they conform to policy and produce intended results



Governing board  
looks through the  
window to watch  
over management



# POSITIVE GOVERNANCE

- A positive approach yields positive responses
- Learn your communication style
- Learn how your fellow board members communicate
- Discover each other to seek understanding

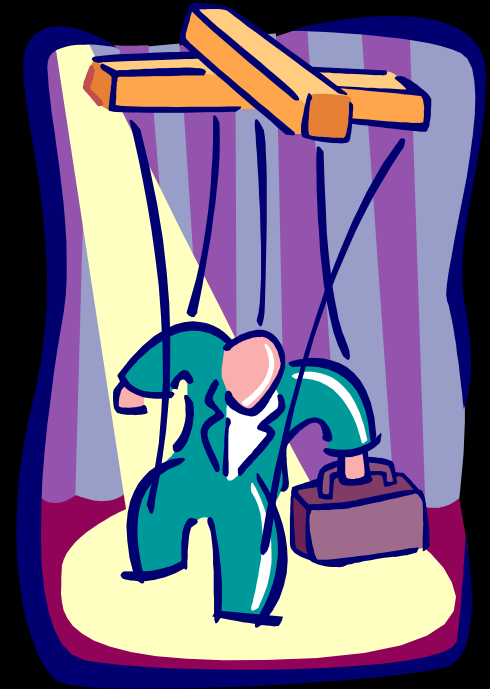


# THE DYSFUNCTIONAL BOARD

Learning to Balance Reality and Unreality

# YOUR BOARD MIGHT BE DYSFUNCTIONAL IF

- Power Struggles
  - The chair demands to be called “Your Excellency”
  - One individual or sub-group is in control of the board
  - There is little focus on the board as a whole
  - Ideas other than from those in control are treated with contempt or ignored



# YOUR BOARD MIGHT BE DYSFUNCTIONAL IF

- Lack of Civility and Respect
  - Call to order is: “Let’s get ready to rumble!”
  - The *Jerry Springer Show* looks tame
  - Verbal battles and disrespect abound
  - Chair cannot maintain order



# YOUR BOARD MIGHT BE DYSFUNCTIONAL IF

- Open meeting means
  - I made up my mind already
  - I don't want to talk about issues in public
  - Why should I say what I think; that way you'll hold it against me
  - Deliberation means I tell everyone what they have to do
  - I talk – you listen



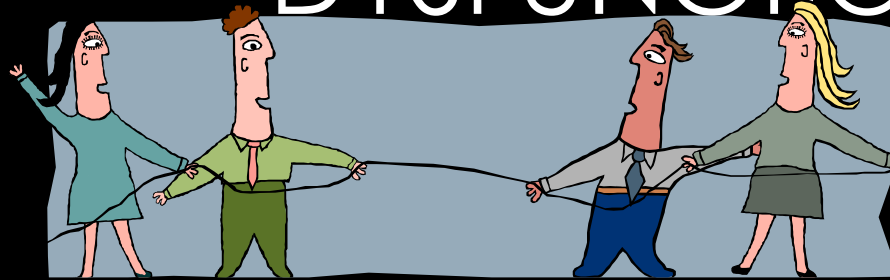
# YOUR BOARD MIGHT BE DYSFUNCTIONAL IF



- Preoccupied with Procedure
  - Rules disputes
  - Inefficiency
  - We've always done it that way
  - Hidden agendas
  - Control is the goal



YOUR BOARD MIGHT BE  
DYSFUNCTIONAL IF



*Fighting for  
Control  
Board vs.  
CEO*

I AM IN CH  
Can't you tell?



# YOUR BOARD MIGHT BE DYSFUNCTIONAL IF



- Micromanaging Staff
  - Spying on staff
  - Directing other than CEO
  - Confused about policy-making vs. administration



# POSITIVE GOVERNANCE

*The Power of Professionalism*



# GOVERNANCE

- Lead, follow or get out of the way
- Follow your vision
- Governance: balancing power and trust
- Seek first to understand, then to be understood
- Deliberate with due diligence
- Unity through diversity: speak with one voice

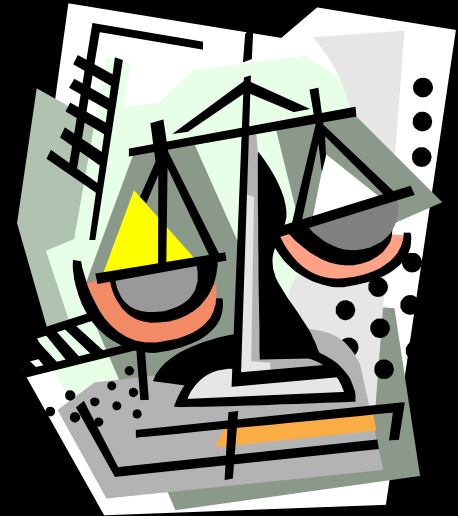
# ROLES & RESPONSIBILITIES




- Adopt Vision & Mission
- Act as Trustees for those you serve
- Set governing policies
- Assure manager performance
- Fulfill fiduciary role
- Strategic plan

# BOARD DUTIES

- Care
  - Prudent Person Rule
- Loyalty
  - Best interest of organization; no conflicts of interest
- Obedience
  - Follow the law
  - Governing body rejects proposals that put the organization's mission at risk





# BUSINESS JUDGMENT RULE

- Protects boards decisions
- Presumption of acting in good faith
- Decisions must be
  - Plausibly rational
  - Involve no conflict of interest
  - Reasonably informed





# KEY BOARD RESPONSIBILITIES

- Financial oversight – no margin, no mission
- Policy! Policy! Policy!
- Set Strategic Direction
- Self-assessment and development
- Management oversight
- Succession plan, process and goal

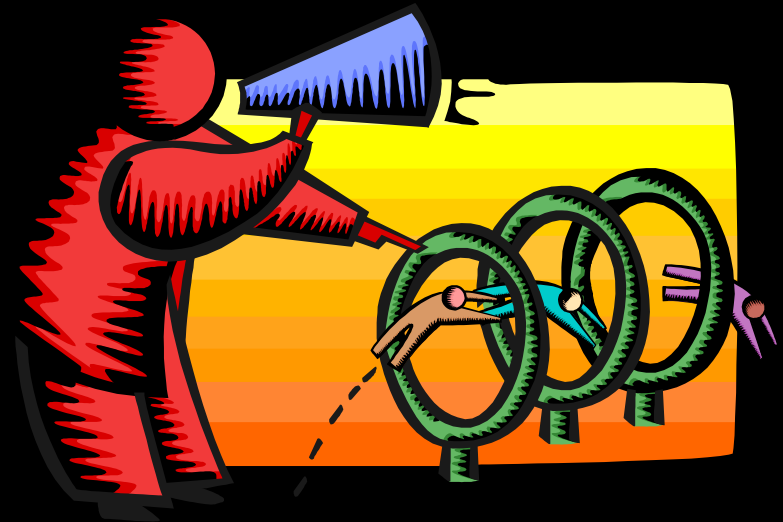
# BOARD SKILLS

- Ability to think deeply and broadly about the mission, vision and strategy
- Ability to imagine consequences, both intended and unintended, of decision
- Ability and willingness to make tough decisions
- Ability to be active but not intrusive
- Ability to establish clear expectations and to monitor for performance
- Ability to delegate strategic direction and operations to staff and to hold staff accountable
- Attributes of Leadership




# GOVERNING THE GOVERNING BOARD

- Clarify role on topics
- Define information needs
- Relate to constituencies
- Self-discipline
- Balance Control
- Use time productively



# ON BECOMING AN EFFECTIVE BOARD

- Recognize the Value of Input from Others
- Release Biases to See Other Viewpoints
- Respect Varying Voices
- Resolve Conflict by Extending Courtesy
- Review the Information Carefully
- Reserve Judgment Until the Facts Are In
- Reach Decisions in the Highest and Best Interests of the Organization and Citizens
- Reward Effective Performance
- Revisit Policies Regularly



# VISION & MISSION

“A board must ultimately be judged...by how effectively it achieves the mission of the institution.” – Cyril Hoole



# POSITIVE PERSONAL POWER

# PARADIGMS

- Insanity: doing the same thing, the same way and expecting different results



# CONFLICT

- “Conflict is neither positive nor negative. If managed properly, it is an opportunity for personal growth. If mismanaged, it can be destructive both personally and professionally. Our purpose is to maximize positive benefits and minimize negative impact.” – *Dick Clark*

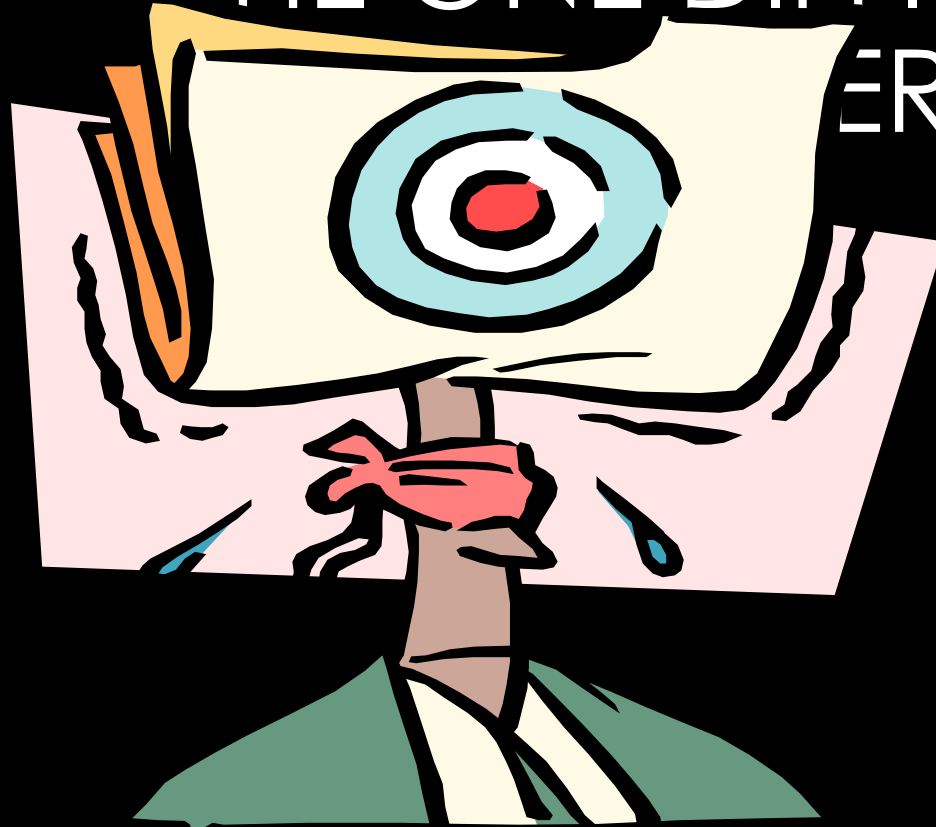


# THERE ARE NO DIFFICULT PEOPLE

- Not the public
- Not board members
- Not customers
- Not service providers
- Not family
- Not friends
- Not authority figures
- Not employees
- Not coworkers



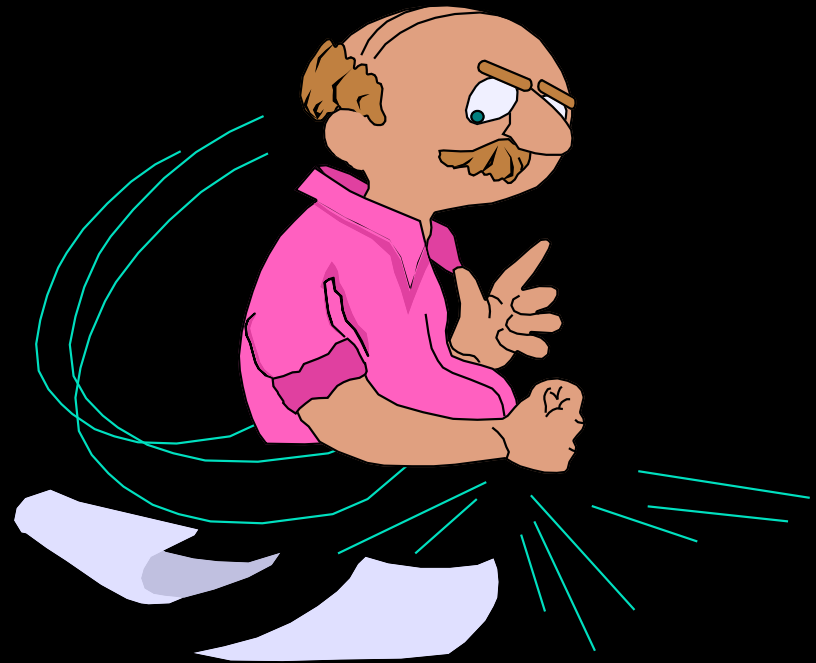
THE ONE DIFFICULT  
PERSON



ME

# CYCLES OF BEHAVIOR

- My Belief System
  - Biases, prejudices, irrational beliefs
  - My should not, must not, ought not attitude



# CYCLES OF BEHAVIOR

- Self-Talk
- Thinking
- Personal self-programming



# CYCLES OF BEHAVIOR

- Emotions
- Control yourself to prevail



# CYCLES OF BEHAVIOR



- Performance
- Behavior
- Choices

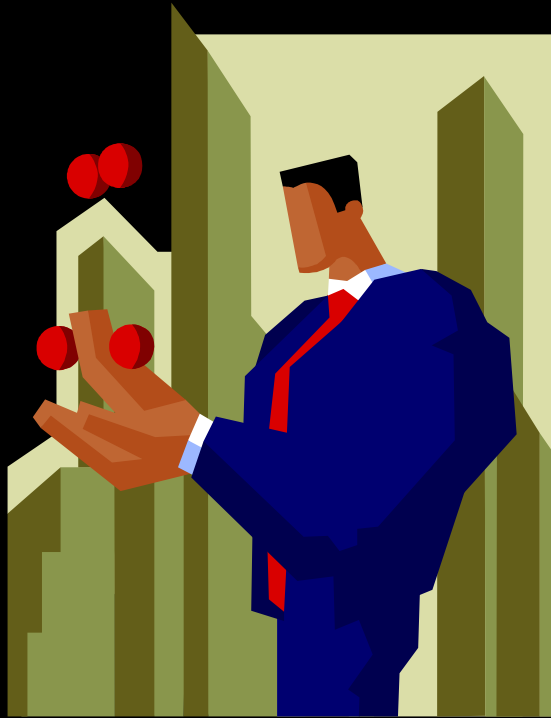
# CYCLES OF BEHAVIOR

- Consequences of Choices



# CYCLES OF BEHAVIOR

- Self-Talk





# CYCLES OF BEHAVIOR



- Positive self-talk yields positive paradigm shifts
- Move your expectations closer to reality
- Focus on changing your thinking and you change the outcome

# POSITIVE PERSONAL POWER

- I to We
- Open agendas
- Flexibility
- Consensus
- Majority rules
- Confront negativity
- Retreat to self-assess



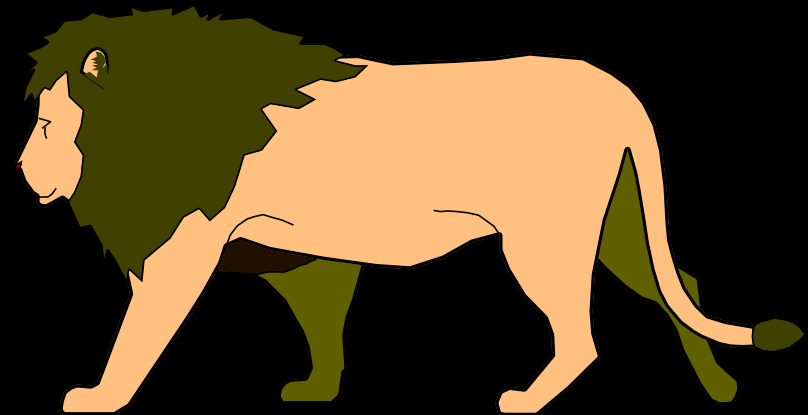
# POSITIVE PERSONAL POWER



- **Remain  
Professional  
Under  
Pressure**

# POSITIVE PERSONAL POWER

- Be a  
LEO:  
Leave  
Ego Out



# POSITIVE GOVERNANCE

- Personal
- Positive
- Professional
- Productive
- Performance



# POSITIVE GOVERNANCE

**Power is granted by consent of the governed. Positive governance graciously guides the people willing to be lead.**



# GOVERNING

Using Simplified Roberts Rules of Order



# ROLE OF THE BOARD



- Collective Oversight
- Objective Review of Issues
- Collaborative Discussion of Options
- Debate Solutions
- Vote



# ROLE OF THE BOARD CHAIR

- Orchestrate Meeting
- Assure Members Participation
- Maintain Integrity of Board Process
- Maintain Public Order
- Follow Agenda
- Call for Motions
- If None, Move On





# 3 PRINCIPLES TO GUIDE BOARDS

- I. **The person running the meeting is the servant of the group, and the group is the final authority.**

The group must decide what it wishes to do. It is the chair's duty to assist the group in this task. And the group has the ability to overturn any decision or ruling made by the chair.

# 3 PRINCIPLES TO GUIDE BOARDS

**II. All members have equal rights, privileges and obligations. To ensure this, no one may speak a second time until everyone who wishes to do so has spoken once.**

Every member of a board has an equal right to speak. If you adopt and apply the rule that **no one may speak a second time until everyone who wishes to do so has spoken once**, you will find that your meetings take on an entirely different nature – for the good!



# 3 PRINCIPLES TO GUIDE BOARDS

**III. Courtesy and respect are required at all times.**

Your chair and your members must insist on **courtesy and respect at all times**. These are not frills, but vital to the democratic process.

# TAKING ACTION

1.  
Discussion



2.  
Motion



3.  
Second



4. Vote





# MOTIONS

- Clearly state intent of motion
- Use careful language as the motion becomes your legacy
- Avoid “so moved”
- Other board members should ask for clarification
- Chair asks if there is a second to the motion
- If no second, the motion dies for lack of a second
- If motion needs amending, the second must also agree to the amendment
- Don’t vote until motion maker and second clearly agree on motion
- Minute taker should insist on clarity of motion prior to vote



# VOTING

- After motion and second, chair asks for further discussion
- Chair then asks if there are any amendments to the motion
- If none, Chair calls for the vote
- Minute taker records the vote
- Chair then goes to next agenda item

# OPEN MEETING LAW

- Follow OML law
- Read OML  
Opinions from  
AG
- Be transparent
- Expect Civility







**THANK  
YOU!**

For Your Commitment to Serving the Public Interests