

I. GOVERNANCE PROCESS POLICIES

Governance Process Policies describe the standards of the group; the board and individual behavior to which it agrees to hold itself.

Policy Type: Governance Process

I-A Policy Title: Global Governance Commitment

Approved: 06/16/04

Pursuant to an election held in Deschutes County on the 3rd day of November 1998, the voters authorized the creation of the Library District to serve Deschutes County. This organization will be called the “Deschutes Public Library District,” hereafter referred to as “District.” It will assume and perform functions as provided in Chapters 357 and 198 of the Oregon Revised Statutes and all other relevant state statutes that relate to Library Districts. The purpose of the Board, on behalf of the people of Deschutes County, is to see to it that Deschutes Public Library District (1) achieves appropriate results for appropriate persons at an appropriate cost and (2) avoids unacceptable actions and situations.

Policies of the District will not create any enforceable right, contract, employment agreement or expectation on the part of any person; and any deviation from a District policy will not in itself render any District action invalid, void or voidable, nor will such deviation constitute evidence of negligence. The Board may deviate from policy when to do so serves the public interest or would avoid hardship as the Board may determine.

Policies will comply with all applicable federal, state and local laws and regulations. If any policy or portion thereof is found to conflict with any local, state, or federal law or regulation, such policy or such portion thereof will be deemed void without further Board action. It will be the responsibility of all District personnel to bring any such conflict to the Board’s attention immediately upon discovery.

Policy Type: Governance Process

I-B Policy Title: Governing Style

Approved: 06/16/04

The Board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and chief executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

Accordingly,

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about Results to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term effects outside the Deschutes Public Library System, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
4. The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Library Director Linkage categories.

Policy Type: Governance Process
I-C Policy Title: Board Job Description
Amended: 06/17/09

The job of the Board is to represent the people of Deschutes County in determining and demanding appropriate organizational performance.

Accordingly,

1. The Board will provide the link between the organization and the ownership.
2. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. *Results*: Organizational products, effects, benefits, out comes, recipients, and their relative worth (what good for which recipients at what cost).
 - b. *Executive Limitations*: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. *Governance Process*: Specification of how the Board conceives, carries out, and monitors its own task.
 - d. *Board-Library Director Linkage*: How power is delegated and its proper use monitored; the Library Director role, authority, and accountability.
3. The Board will hold the Director accountable for the performance of the Library District by measuring his/her performance against the Results Policies and Executive Limitations Policies. (See also Board-Library Director Linkage Policy: "Monitoring Library Director Performance.")
4. The Board will regularly monitor its compliance to the Governance Process and Board-Library Director Linkage policies.
5. Board members will not receive a salary or other form of compensation.
6. Board members may request reimbursement for actual and reasonable travel and other expenses incurred in the performance of official District duties, consistent with District Administrative Rules.
7. In order to effectively carry out their duties, Board members are expected to regularly attend Board meetings, and be adequately prepared and informed.
 - a. Board members are expected to give the President or the Library Director notice of any anticipated absence.

Policy Type: Governance Process

I-D Policy Title: President/Vice-President Roles

Approved: 06/16/04

It is the responsibility of the President to ensure that Board practices conform to Board policy, and to represent the Board to outside parties. In the absence of the President, or during any disability of the President that makes the President unable to serve, the Vice-President will have the powers and duties of the President.

Accordingly,

1. It is the responsibility of the President to ensure that the Board operates according to its adopted rules as described in these policies, and according to those rules legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the Library Director.
 - b. Deliberation will be fair, open and thorough but also timely, orderly and kept to the point.
2. The authority of the President consists of making decisions that fall within topics covered by Board policies on Governance Process and Board-Library Director Linkage, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The President is empowered to chair Board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).
 - b. The President has no authority to make decisions about policies created by the Board within Results and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Library Director.
 - c. The President may represent the Board to outside parties in announcing Board stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
 - d. The President will have the same right as other members of the Board to discuss and to vote on questions before the Board.
 - e. The President will sign official District documents on behalf of the Board when authorized to do so by a majority of the Board.
 - f. The President assigns members to serve on committees created by the Board.

Policy Type: Governance Process
I-E Policy Title: Board Committee Principles
Amended: 6/18/08

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Library Director.

Accordingly,

1. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the Library Director.
2. The Board may create Board committees to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have dealings with current staff operations.
3. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Library Director.
4. Board committees cannot exercise authority over staff. Because the Library Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
5. A Board committee that assists the Board to create policy on a topic will not be used by the Board to monitor organizational performance on that same topic.
6. Committees will be used sparingly and ordinarily in an ad hoc capacity.

Policy Type: Governance Process
I-F Policy Title: Annual Calendar
Amended: 06/17/09

To accomplish its job products with a governance style consistent with Board policies, the Board will follow a planning calendar that (1) completes re-exploration of Results policies annually, (2) completes a thorough review of Governance process policies, Board-Library Director Linkage Policies, and Executive Limitations Policies on a three year cycle; and (3) continually improves Board performance through Board education and enriched input and deliberation.

Accordingly,

1. Any substantive changes to Results Policies will be adopted each year by the last day of January so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Results.
2. The Board will adopt an annual calendar each year.
 - a. Several methods of gaining input from District residents will be determined and arranged in the first quarter, to take place during the balance of the year.
 - b. Governance education and education related to Results determination (for example, presentations by futurists, demographers, advocacy groups, and staff) will be arranged in the first quarter, to be held during the balance of the year.
 - c. A Board work session will be scheduled every two years or when needed to conduct a comprehensive review of Board Governance Process, Board-Library Director Linkage, and Executive Limitations Policies.
3. Library Director monitoring will be included on the meeting agenda if monitoring reports show policy violations or if policy criteria are to be debated.
4. Library Director remuneration will be decided no later than March 31st after a review of monitoring reports since the previous review.

Policy Type: Governance Process
I-G Policy Title: Board Members' Code of Conduct
Approved: 06/16/04

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly,

1. Members must represent un-conflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member will adhere to the highest ethical standards in the conduct of District business, as set forth in ORS Chapter 244.
 - c. Board members must not use their positions to obtain employment with the District for themselves, family members, or close associates. Should a member apply for employment, he or she should first resign.
 - d. Members will, at the earliest Board meeting opportunity, disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict of interest, or the appearance of a conflict of interest.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - a. Members' interaction with the Library Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.

- b. Members' interactions with public, press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - c. Members will make no judgments of the performance of the Library Director or the organization except as that performance is assessed against explicit Board policies as part of the monitoring process.
- 4. Members will respect the confidentiality appropriate to issues of a sensitive nature. Board discussion appropriately conducted in executive session under Oregon public meeting law will not be discussed by members outside the executive session.

Policy Type: Governance Process
I-H Policy Title: Cost of Governance
Amended: 06/17/09

Because poor governance costs more than learning to govern well, the Board will invest in improving its ability to govern well.

Accordingly,

1. Board skills, methods, and supports will be sufficient to assure excellent governance.
 - a. Training will be liberally used to orient new members, and candidates for Board membership, as well as to improve existing member's skills and understanding of the principles of the Board's method of governance.
 - b. All Board members will receive orientation to the Deschutes Public Library District and the role and responsibilities of the Board.

The orientations will be the responsibility of the Board President or designee with the assistance of the Library Director and his staff. Board members will be responsible for taking advantage of the orientation opportunities. The orientation will include an introduction to:

- The Governance by Policy Model
 - Board Governance Policies
 - Statutory authority and restrictions (ORS), 357.216 -357.286
 - Public Records and Meetings Law
 - Conflict of Interest, ORS 244.120
 - The District budget
 - The District's facilities, organization and staff.
- c. Board members are encouraged to attend such conferences and other training programs as the Board may authorize.
2. Outside monitoring assistance will be arranged so that the Board can confidently exercise control over the organization's performance. This includes but is not limited to the fiscal audit.
 3. Outreach mechanisms will be used as needed to ensure that the Board listens to residents' viewpoints and values.
 4. Adequate resources will be allocated to support this goal.

Policy Type: Governance Process

I-I Policy Title: Board Operations

Amended: 06/17/09

The Board will operate in a consistent manner, following legislative requirements and the policies detailed herein.

Accordingly,

1. Board meetings will conform to the following requirements:
 - a. All meetings of the Board, including any meetings of subcommittees or advisory groups appointed by the Board, will be conducted in accordance with the Oregon Public Meetings Law, ORS 192.610-192.710, and 192.990.
 - b. The Board will establish a place and time for the regular monthly meetings.
 - c. In the event of a change of place, time, or date of a regular meeting, each Board member will be notified not less than 24 hours in advance of the meeting.
 - d. Special meetings may be called by the President or a majority of the Board upon compliance with public meeting notice requirements. If the President is absent from the District, special Board meetings may be held at the request of the Vice-President. No special meeting will be held upon less than 24 hours' public notice.
 - e. Emergency meetings may be held at the request of persons entitled to call special meetings, upon less than 24 hours notice in situations where a true emergency exists. An emergency meeting is to be held only in rare and extreme situations. Every effort will be made to notify all Board members and the Library Director 24 hours in advance of the meeting.
 - f. Public comment and public hearing testimony will follow these guidelines:
 - i. Every person desiring to speak will first address the presiding officer and, upon recognition, will give his or her name and address. When giving testimony during a public hearing, individuals will confine their comments to the issue under consideration.
 - ii. The regular Board meeting agenda will provide an opportunity for public comments on non-agenda items. This portion of the meeting will be restricted to no more than twenty minutes, unless extended by the presiding officer.
 - iii. Speaker's comments will be limited to three (3) minutes. This time limit may be extended for each speaker or each subject, at the discretion of the presiding officer.
 - iv. Speakers will not repeat their own or other's prior statements.
 - v. Each comment will provide new information not previously considered by the Board, to that individual's knowledge.
 - vi. All questions and discussion by members of the audience will be directed to the presiding officer. Direct discussion between members of the audience and Board members or employees is permitted only at the discretion of the presiding officer.

- vii. Any member of the public attending a Board Meeting may be required to leave for any conduct deemed disorderly by the Board, including the failure to present comments or testimony in a courteous manner to the Board, its staff, and members of the audience. Before any person is requested to leave a Board Meeting for disorderly conduct, that person will be given a warning by the presiding officer to cease the conduct.
 - viii. At the discretion of the Board President, members of the public may be required to sign-up to comment or testify, prior to the beginning of the meeting. Such sign-up may be required when controversial issues will be discussed, or when many individual speakers are anticipated.
 - ix. Executive sessions may be held by the Board for the purposes permitted under Oregon Revised Statutes. Executive sessions are closed to the public. The Board will not take any votes during any executive session, nor make any final decisions during any executive session.
 2. Officers of the Board will be elected as follows:
 - a. The President and Vice-President will be elected at the regular Board meeting each July, and will serve a term of one year. Board members may not serve more than two consecutive terms as President.
 - b. In the event that the President resigns or the office otherwise becomes vacant mid-term, the Vice President will automatically become President. The Board will then elect a replacement Vice-President from among its other members.
 - c. Any officer elected by the Board may be removed from office by a majority vote of the Board when, in their judgment, the best interest of the District would be served thereby.
 3. Board meetings will be conducted in a manner to conform with the following requirements.
 - a. A quorum for the transaction of business will consist of a majority of the Board. Board action requires three or more affirmative votes.
 - b. Board members may not assign a Proxy vote, but if absent, may submit written comments on any Agenda item.
 - c. The President will preside at Board meetings. In the President's absence, the Vice President will preside. The President will appoint a Board member to preside at meetings where the President and Vice-President are not present. If the President has failed to appoint a Board member to preside, and if the Vice-President is not present then the remaining members of the Board will elect a Board member to preside at the meeting.
 - d. Any decision of the President or other presiding officer at the meeting may be overridden by a majority vote of the Board.
 - e. The Board will consider proposed new or revised policies twice as follows: (1) the introduction and discussion of a proposed change at one meeting; (2) further deliberation if any, a motion and a vote at a subsequent Board meeting.
 - f. Adoption, amendment or repeal of the Board's established policies will be accomplished by a majority vote of the Board acting upon a motion put before the Board.

Policy Type: Governance Process
I-J Policy Title: Board Vacancies
Approved: 10/13/10

The Board will ensure that vacancies are filled in a timely and equitable manner.

Accordingly,

1. The Board shall adhere to ORS 198.320 –*Filling of vacancies on boards of certain districts*- when filling vacancies.
2. At the direction of the Board president, the Director shall publicly advertise for applicants for vacant positions.
3. The Board shall accept and review written applications from prospective Board members.
4. The Board will review applications and select which applicants to interview.
5. The Board shall interview applicants.
6. The Board shall fill the vacant positions by appointment by a majority of the remaining members of the Board.