



---

# Forest Lakes Metropolitan District Board of Directors' Policy Manual



---

Effective December 10, 2019

# ***BOARD OF DIRECTORS' POLICY MANUAL***

## TABLE OF CONTENTS

PART I – GENERAL RULES _____	3
PART II – BASIS OF AUTHORITY _____	3
PART III – BOARD STRUCTURE _____	4
PART IV - CODE OF ETHICS _____	4
PART V - BOARD MEETING PROCEDURES _____	8
PART VI - BOARD MEETING CONDUCT _____	9
PART VII - PARLIAMENTARY PROCEDURE _____	11
PART VIII - RENUMERATION _____	12
EXHIBIT I _____	13
EXHIBIT II _____	14

# **FOREST LAKES METROPOLITAN DISTRICT**

## **BOARD OF DIRECTORS' POLICY MANUAL**

Thank you for being a District Board member and making our goal your goal. As a board member, you are to be congratulated for your desire to help others. Many people only wish they could make this a better world—but you have taken action to help turn wishes into reality. The Board of Directors is the soul and spirit of this District. Making things happen to help people is perhaps the most satisfying part about belonging to this Board. Our mission cannot be accomplished in a day or a year. Your commitment, however, will enable us to make a real impact on the people we serve.

**A committed board is the nucleus of a successful organization.**

### **PART I – GENERAL RULES**

#### **PART I-1: Purpose**

The purpose of this Policy Manual is to provide guidelines for the conduct of the Board of Directors of the Forest Lakes Metropolitan District.

#### **RULE I-2: Suspension of Rules**

Any of the within rules not required by law may be suspended by a majority of the Board.

#### **RULE I-3: Alteration, Amendment or Repeal**

Any rule may be altered, amended, or repealed at a duly noticed meeting by a majority vote of the Board.

PLEASE REFER TO THE SPECIAL DISTRICT ASSOCIATION'S BOARD MEMBER MANUAL FOR ADDITIONAL INFORMATION NOT INCLUDED IN THIS POLICY.

### **PART II – BASIS OF AUTHORITY**

#### **RULE II-1: Authority of the Board**

The Board of Directors is the Governing authority of this District. Apart from their normal function as a part of this unit, Directors may not commit the District to any policy, act, or expenditure.

#### **RULE II-2: Representation**

The Board of Directors as a whole should not represent any factional segment of the District, but rather represent and act for the District as a whole.

**RULE II-3: Governing Laws**

The Board of Directors shall comply with and be guided by applicable state laws and regulations including the Colorado Special District Law and applicable federal laws and regulations.

**PART III – BOARD STRUCTURE**

**RULE III-1: Officers**

In each odd numbered year at the regular May Board Meeting, the Board shall select a President, Vice President, and Treasurer for a two-year term. The office manager may perform the duties of Secretary to the Board and the District Manager may perform some duties of the Treasurer.

**RULE III-2: President**

The President shall perform the duties of presiding officer at all meetings of the Board of Directors and shall carry out the resolution and orders of the Board of Directors. The President shall perform such other duties as the Board of Directors prescribes including nomination of members to serve on committees of the Board and designation of committee chairs. The president shall vote on all matters requiring action by the Board of Directors.

**RULE III-3: Vice President**

When the President resigns or is absent or disabled, the Vice President shall perform the President's duties. When the President disqualifies himself/herself from participating in an agenda item, the Vice President shall perform the duties of the presiding officer.

**RULE III - 4: Committees**

The Board may create standing or ad hoc committees at its discretion. Unless authority to perform a duty is expressly delegated by the Board to a Committee, committee motions and recommendations shall be advisory to the Board and not commit the District to any policy, act or expenditure nor may any committee direct staff to perform specific duties unless authorized by the Board. The Committee Chair is authorized to schedule committee meetings as deemed necessary and to preside at any such meeting.

**PART IV - CODE OF ETHICS**

**RULE IV-1: Objectives**

The Board of Directors of Forest Lakes Metropolitan District is committed to providing excellence in legislative leadership that result in the provision of the highest quality

services and representation to the District's constituents. To assist in the government of the behavior between and among members of the Board of Directors, the following guidelines are recommended:

**IV-1A Respect:** The dignity, style, values, and opinions of each director shall be respected.

**IV-1B Listening:** Responsive and attentive listening in communications is encouraged.

**IV-1C Representation:** The needs and desires of the District's constituents should be the priority of the Board of Directors.

**IV-1D Responsibility:** The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District. The following is a simple test to determine board responsibility; the board handles issues that **first...**

- affect the whole district. (Management and staff handle issues that affect individuals).
- dictate what the district will do—in other words, policy. (Management and staff handle how a policy is implemented).
- are dictated by law.
- are requested by the Manager.

**Second**, if it is a policy issue the board must deal with, ask the Manager to do some research and recommend alternatives.

**Third**, decide after weighing the information.

**IV-1E Attitude:** Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, backbiting and other negative forms of interaction.

**IV-1F Issue Orientation:** Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.

**IV-1G Openness:** Different viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinion. Once the Board of Directors acts, Directors should not create barriers to the implementation of such action.

## **RULE IV-2 Information**

Directors should practice the following procedures:

**IV-2A Clarification:** In seeking clarification on informational and policy items, Directors should directly approach the Manager to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision making.

**IV-2B Complaints:** In handling complaints from residents, Board members and property owners of the District, said complaints should be referred to the Manager.

**IV-2C Safety:** In handling items related to safety, concerns for safety or hazards should be reported to the Manager or to the District office. Emergency situations should be dealt with immediately by seeking appropriate assistance.

**IV-2D Policy:** In seeking clarification for administrative policy related concerns, especially those involving personnel, legal action, land acquisition, finance, and programming, said concerns should be directed to the Manager.

**RULE IV-3: Interaction with Staff**

When approached by District personnel concerning specific District policy, Directors should direct inquiries to the Manager or the appropriate staff supervisor. The chain of command should be followed.

**RULE IV-4: Team Effort (Exhibit I)**

The smooth working of the District is a team effort. All individuals should try to work together in the collaborative process, assisting each other in conducting the affairs of the District.

**RULE IV-5: Constituent Requests**

When responding to constituent requests and concern, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.

**RULE IV-6: Interaction with Manager**

Directors should develop a working relationship with the Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.

**RULE IV-7: Board as a Whole**

Directors should function as part of the whole Board. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

**RULE IV-8: Monitoring Progress**

Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

**RULE IV-9: Preparation**

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between directors between meetings, within the limits of the Colorado Open Meetings Law.

**RULE IV-10: Staff Notes**

Information that is exchanged before the meetings shall be distributed through the Manager, and all directors will receive all information being distributed.

**RULE IV-11: Courtesy**

Directors shall always conduct themselves with courtesy to each other, to staff and to members of the audience present at Board Meeting.

**RULE IV-12: Questions**

Directors shall defer to the President for conduct of meetings of the Board but shall be free to question and discuss items on the agenda. All comments should be confined to the matter being discussed by the Board and avoid personal attacks and insinuations.

**RULE IV-13: Minutes**

Directors may request for inclusion in the minutes brief comments pertinent to an agenda item, only at the meeting that item is discussed (including, if desired, a position of abstention or dissenting vote).

**RULE IV-14: Conflict of Interest**

Directors shall abstain from participating in consideration of any item involving a legally prohibited conflict of interest. Unless such a conflict exists, however, Directors should not abstain from the Board's decision-making responsibilities.

**RULE IV-15: Standard of Care**

Directors shall exercise a standard of care that a reasonable person would exercise in the conduct of their own business.

**RULE IV-16: Advantages**

Directors shall not use the District or their service on the Board of Directors for personal advantage or for the advantage of their friends or supporters.

**RULE IV-17: Attendance**

Directors should be prepared to commit the necessary time to attended meetings of the Board and Committees. If Directors are unable to attend any meetings of the

Board or committees, they should notify the Manager with as much advance notice as possible.

## **PART V - BOARD MEETING PROCEDURES**

### **Rule V-1: Regular Meetings**

Regular meetings of the Board of Directors shall be held on the second Tuesday of each month at 1:30 P.M. at the Forest Lakes Community Center, 998 Alpine Forest Dr. in Forest Lakes unless otherwise posted. The date, time, and place of regular meetings shall remain in effect unless reconsidered at a regular meeting of the Board and approved by most of the Board.

**V-1A – Agenda:** An agenda shall be prepared ahead of the regular scheduled meetings and mailed to all Directors. To allow all Directors to prepare for meeting agenda items, Directors should submit agenda items to the Manager a minimum of one week in advance of regular scheduled meetings.

### **RULE V-2: Special Meetings (Non-emergency)**

Special meetings (non-emergency) of the Board of Directors may be called by any director by informing the other director's and Manager of the date, time and place of such special meeting, and the purpose for which it is called, and by posting notice as provided in 32-1-903, CRS.

**V-2A Agenda:** An agenda shall be prepared as specified for the regular Board meetings and shall be delivered with the notice of the special meeting to those specified above.

**V-2B Business:** Only those items of business listed in the call for the special meeting shall be considered at any special meeting.

### **RULE V-3: Special Meetings (Emergency)**

In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened immediate disruption of public facilities, the Board of Directors may hold an emergency special meeting without complying with the twenty-four (24) hour notices required above. An emergency means a crippling disaster, which severely impairs public health, safety, or both, as determined by the Manager and Board President or Vice President in the President's absence.

### **RULE V-4: Adjourned Meetings**

A majority vote by the Board of Directors may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment. If a quorum is lacking at any regular, special, or adjourned meeting, the Manager may declare the meeting adjourned to a stated time and place and shall cause a written notice of adjournment to be given to those specified above.

**RULE V-5: Order of Agenda**

The presiding officer of the meeting described herein shall determine the order in which the Board shall consider the agenda items for discussion and/or action.

**RULE V-6: Meeting Room Preparation**

The President and the Manager shall insure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate.

**PART VI - BOARD MEETING CONDUCT**

Meetings of the Board of Directors shall be conducted by the President in a manner consistent with the policies of the District. The latest edition of Robert's Rules of Order revised can also be used as a general guideline for meeting protocol. District policies shall prevail whenever they conflict with Robert's Rules of Order, Revised.

**RULE VI-1: Conduct Objective**

The conduct of meetings shall, to the fullest extent possible, enable directors to consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems and receive, consider and take any needed action with respect to reports of accomplishments of District operations.

**RULE VI-2: Public Input**

Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:

**VI-2A Time Limits:** The President, unless a majority of the Board objects, may allot a maximum amount of time for each speaker to 5 minutes.

**VI-2B Boisterous Conduct:** No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the President, of the speaker's privilege of address.

**VI-2C Allegations:** No oral presentation shall include any charges or complaints against any District employee, regardless of whether the employee is identified in the presentation by name or by another reference which tends to identify. All charges against an employee shall first be submitted in writing to the Manager.

**RULE VI-3: Willful Disruption**

Willful disruption of any meeting of the Board of Directors shall not be permitted. If the President, with the concurrence of the Directors, finds that there is in fact willful

disruption of any meeting of the Board, he/she may order the room cleared and subsequently conduct the Board's business, allowing only those persons who, in his/her opinion, were not responsible for the willful disruption to re-enter the meeting room before any further business is conducted.

**VI-3A New Business:** In such an event, only matters appearing on the agenda may be considered in such a session

**RULE VI-4: Quorum and Majority**

Action can only be taken by the vote of the majority of the Board of Directors present at the meeting, provided a quorum is present. Three (3) Directors represent a quorum for the conduct of business. A majority shall consist of more than fifty percent of the Directors present and entitled to vote on the issue. Therefore, actions taken at a meeting where only a quorum is present require two of three votes to be effective.

**RULE VI-5: Abstentions**

Where a Director abstains in a vote because of a potential conflict of interest, the Director shall be absent. Thus, if only three directors are present and one abstains because of a conflict, no action can be taken on the item because a "Majority of the Board" could not vote.

**RULE VI-6: Directions**

The Board may give directions, which are not formal action. Such directions include the Board's directives and instructions to the Manager. The President shall determine, by consensus, a Board directive and shall state it for clarification. Should any two directors challenge the statement of the President, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as to refer the matter to the Manager for review and recommendation, etc.).

Informal action by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board Meeting during which said informal action is taken.

**PART VII - PARLIAMENTARY PROCEDURE**

**RULE VII-1: Parliamentary Determinations**

The Presiding Officer shall preserve order and decorum and shall decide questions of order subject to appeal to the Board. Basic proper parliamentary procedure is to make a motion, discuss and vote.

**RULE VII-2: Authority of Presiding Officer**

The Presiding Officer may make motions, or second motions and he/she may debate and vote on any matter under consideration.

**RULE VII-3: Call for Question**

A “call for question” shall be deemed a non-binding request that the presiding officer close debate and bring a motion to an immediate vote. The presiding officer may choose to continue discussion of the issue.

**RULE VII-4: Motion to Close Debate**

The “motion to close debate”, if seconded, shall be a non-debatable motion, shall have precedence over any other motion except for a parliamentary inquiry, or a motion to adjourn. Should the “motion to close debate” pass by a majority vote, the presiding officer shall thereafter immediately call the question on the pending motion.

**RULE VII-5: Reconsideration (Same Meeting)**

Any director that voted on the prevailing side on a motion on an agenda item may move to reconsider that item at the same meeting. If seconded by any other director and passed by majority vote, the effect of the motion is to vacate the earlier motion such that a new motion may be debated. The Board should not reverse a decision where the audience that provided public input to the initial action has departed.

**RULE VII-6: Reconsideration (Subsequent Meeting)**

Any two Directors may request that an item resolved at an earlier meeting be added to the agenda of a subsequent meeting. The Presiding Officer may reject this request if no new information is presented to warrant further debate.

**RULE VII-7: Motion to Continue**

Any Director may move that an item be continued to a specific future Board Meeting even if a main motion is pending consideration. If such a motion is seconded and passed all consideration on that item is halted until the subsequent meeting.

**RULE VII-8: Motion to Table**

Any director may move that an item be tabled for an indefinite time even if a main motion is pending consideration. If such a motion is seconded and passed all

consideration on that item is halted until the director requests consideration on a subsequent agenda.

### **PART VIII - RENUMERATION**

#### **RULE VIII-1: Board Meeting Compensation**

Board Members compensation as governed by CRS 32-1-902 shall hereby be provided at the rate of \$50.00 per Director per business meeting attended as a credit against their Metro utility account in accordance with this PART VIII. Committee meetings of the Board of Directors are not considered business meetings and Directors are not compensated for attendance.

Staff will not reimburse Board Members for ceremonial events such as annual festivals where no business is conducted, even if such meeting was noticed.

#### **RULE VIII-2: Board Member Expenses**

Board Members that incur expenses for Activities on Behalf of the District at the request of the Board shall be reimbursed on the basis established under the District's Expenditure Control Guidelines.

**EXHIBIT I**

**TEAM EFFORT FUNCTIONS OF SPECIAL DISTRICT GOVERNANCE**

<b><u>ELECTORS</u></b>	<b><u>BOARD</u></b>	<b><u>MANAGER</u></b>	<b><u>STAFF</u></b>
	Educate Electors	Educate Board	Educate Manager
Demand Services	Identify Problems	Solve Problems	Take Actions
Form District	Project the Future	Meet Needs	
Select Board	Select/Direct Manager	Select/Direct Staff	
	Develop Policy	Implement Policy	Obey Policy
	Set Priorities	Meet Priorities	
Vote Taxes/Debt	Provide Resources, Control Budget	Control Spending, Manage Budget	
	Evaluate Progress	Evaluate Task Completion	
	Evaluate Manager	Evaluate Staff	
	Determine What, Why, Where	Determine How It is Done	Do It

**EXHIBIT II**

**BOARD MEMBER JOB DESCRIPTION**

**Title:** Member, Forest Lakes Metro District Board of Directors

**Reports to:** Board President

**Purpose:** To serve the board as a voting member; to develop policies, procedures, and regulations for the operation of Forest Lakes Metro District; to monitor finances of the organization, its services and performance.

**Term:** Four years

**Expected meeting attendance:**

- Regularly attend meetings as scheduled (about 12/year)
- Attend committee meetings if a member
- Attend in-service workshops and other board development activities
- Attend and participate in special events as needed

**Obligations of the board:**

- Establish policy
- Hire, supervise and evaluate the District Manager
- Secure adequate funds
- Monitor finances
- Maintain and update long-range plans

**Specific duties:**

- Attend meetings and show commitment to board activities
- Be well-informed on issues and agenda items in advance of meetings
- Contribute skills, knowledge, and experience when appropriate
- Listen respectfully to other points of view
- Participate in organizational decision-making
- Assume leadership roles in all board activities
- Represent the District to the public and to private industry
- Educate yourself about the needs of the people served