**Preparation for Board Meetings**

The Agenda, Minutes, and Financials shall be given to each member of the Board of Directors at least three (3) days prior to any regularly scheduled Board meeting.

At the same time, the Manager shall provide members detailed information relative to the Agenda, including existing Board policy pertinent to Agenda items.

**Board Meeting Agenda**

The Secretary of the Board shall draft the Agenda after conferring with the Manager. The following general order shall be observed:

* Call to Order
* Attendance
* Guests
* Approval of the Minutes
* Financial Report
* Old Business
* New Business
* Operational Reports
* Adjournment

**Notice and Location of Meetings**

* Application

This policy applies to all meetings of the Board of Directors of the District, and meetings of subcommittees or advisory groups appointed by the Board, for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. Meeting does not include an on-site inspection of any project or program. Meeting also does not include the attendance of members of a governing body at a notional, regional or state association to which the public body or members belong.

* Compliance With Law

All meetings shall be conducted in accordance with the Oregon Public Meetings Law, ORS 192.610 - 192.710, and 192.990.

* Location of Meetings

All meetings shall be held within the geographic boundaries of the District, except for training sessions held without any deliberative action. No meeting shall be held in any place where discrimination on the basis of race, creed, color, sex, age, national origin, or disability is practiced. All meetings shall be held in places accessible to the handicapped.

* Telephonic/Electronic Meetings

Meetings held by means of telephone or other electronic communication device is subject to the Public Meetings Law, if they otherwise qualify by virtue of their deliberative purpose and the presence of a quorum per ORS 192.670 (1). Notice and opportunity for public access shall be provided when meetings are conducted by electronic means. The District shall make available to the public at least one place where the public can listen to the communication at the time it occurs per ORS 192.670 (2)

* Regular Meetings

The Board shall hold regular monthly meetings on the third Thursday of each month. Such meetings shall be held at the Hermiston Irrigation District office at 4:30 p.m. and at such other places and times as the Board may designate from time to time.

* Special Meetings

The Board shall hold special meetings at the request of the Chairman or any three members of the Board. If the Chairman is absent from the District, special board meetings may be held at the request of the Vice-Chairman. No special meeting shall be held upon less than 24 hours public notice.

* Emergency Meetings

Emergency meetings may be held at the request of persons entitled to call special meetings, upon less than 24 hour notice in situations where a true emergency exists. An emergency exists where there are objective circumstances which, in the judgment of the person or persons calling the meeting, create a real and substantial risk of harm to the District which would be substantially increased if the Board were to delay in order to give 24 hour notice before conducting the meeting. The convenience of Board members is not grounds for calling an emergency meeting.

At the beginning of any emergency meeting, the Director or Directors calling such meeting shall recite the reasons for calling such meeting, and the reasons the meeting could not have been delayed in order to give at least 24 hour notice, which reasons shall be noted in the minutes. The Board shall then determine if the reasons are sufficient to hold an emergency meeting and, if not, shall immediately adjourn such meeting. Only business related directly to the emergency shall be conducted at an emergency meeting.

* Notice of Meetings

Notice of regular Board meetings shall be sent to members of the local media at the beginning of each year with a request to publish or announce the notice of meeting monthly. Notice of the time, place, and principal subjects to be considered shall be given for all meetings. For regular meetings, the notice shall be in the form of an agenda, which shall be sent to all Board members and to all other persons having requested notice in writing of every meeting.

Written notice shall also be sent to any persons who the District knows may have a special interest in a particular action, unless such notification would be unduly burdensome or expensive. For Special Meetings a notice shall also be posted at the following locations within the District: The District office, the local library and the Hermiston Post office.

For emergency meetings, the District shall attempt to contact local media and other interested persons by telephone to inform them of the meeting.

* Executive Sessions

Notice for meetings called only to hold executive sessions shall be given in the same manner as notice for regular; special and emergency meetings set forth above, except that the notice need only indicate the general subject matter to be considered at the executive session, but it shall also set forth the statutory basis for calling the executive session.

The Chairman or other presiding officer shall announce the statutory authority for the executive session before going into closed session. Once the executive session has been convened, the Chairman shall direct any representatives of the news media who are present not to report certain specified information from the executive session. In general, the extent of the non-disclosure requirement should be no broader than the public interest requires, and the news media will ordinarily be allowed to report the general topic of discussion in the executive session. Board members, staff and other persons present shall not discuss or disclose executive session proceedings outside of the executive session without prior authorization of the Board as a whole.

* Interpreters For the Hearing Impaired

The District shall comply with ORS 192.630 (5) regarding the provision of interpreters for the hearing impaired at Board meetings, in accordance with the following rules:

The District shall make a good faith effort to have an interpreter for hearing impaired persons provided at any regularly scheduled meeting if the person requesting the interpreter has given the District at least 48 hour notice of the request, provided the name of the requester, the requester's sign language preference, and any other relevant information which the District may require. "Good faith efforts" shall include contacting the Oregon Disabilities Commission, or other state or local agencies that maintain a list of qualified interpreters.

* If a meeting is held upon less than 48 hour notice, the District shall make reasonable efforts to have an interpreter present.
	+ The requirement for an interpreter does not apply to emergency meetings.
* The Manager shall be responsible for developing and maintaining a list of qualified interpreters, and shall have the responsibility for making the required good faith effort to arrange for attendance of an interpreter at any meeting for which an interpreter is requested.

**Board Meeting Conduct**

* Presiding Officer

The Chairman shall preside at Board meetings. In the Chairman's absence, the Vice-Chairman shall preside. If both the Chairman and Vice-Chairman are absent, any other member of the Board may preside.

* Authority to Conduct Meetings

The Chairman or other presiding officer at any Board meeting shall have full authority to conduct the meeting. Meetings shall be conducted in such a manner as to provide a full and fair opportunity for discussion of the issues in an efficient and timely manner. Any decision of the Chairman or other presiding officer at the meeting may be overridden by a majority vote of the Board.

* Public Participation

If public participation is to be a part of the meeting, the presiding officer may regulate the order and length of appearances, and limit appearances to presentations of relevant points. Persons failing to comply with the reasonable rules of conduct outlined by the presiding officer, or causing any disturbance, may be asked or required to leave. Upon failure to do so, such persons become trespassers.

* + Electronic Equipment

The authority to control the meetings of the Board extends to control over equipment such as cameras, tape recorders and microphones. The presiding officer shall inform persons attending any meeting of the Board of reasonable rules necessary to assure an orderly and safe meeting. The physical comfort and safety of members of the Board and the public attending the meeting shall be of primary concern in formulating such rules.

* Recording of Votes

Votes shall be recorded. Any member may request that his or her vote be changed, if such request is made prior to consideration of the next order of business.

* Quorum Requisites

Threemembers shall constitute a quorum. If only a quorum is present, a unanimous vote shall be required to take final action.

* Vote Explanations

Members of the Board may append to the record, at the time of voting, a statement indicating either the reason for their vote or abstention.

* Conflict of Interest/Ex Parte Contacts

In the event of a potential conflict of interest, a member of the Board shall declare such conflict but may participate in discussions and vote. In the event any member of the Board has had any ex parte contact in a quasi-judicial matter, the member shall declare such contact prior to participating in discussion on the matter.

* Smoking

Pursuant to ORS 192.710, no person shall smoke or carry any lighted cigar, cigarette, pipe or other smoking equipment into a room where a meeting is being held by the Board or is to continue after a recessThis rule shall apply at any regular, special or emergency meeting at which the Board intends to "exercise or advise in the exercise of any power of government."

* Adjournment

The meeting shall be adjourned by a majority vote or as a result of the loss of a quorum.

**Executive Sessions**

* Notice

Notice for meetings called only to hold executive sessions shall be given in the same manner as notice for regular, special and emergency meetings set forth above, except that the notice need only indicate the general subject matter to be considered at the executive session, but it shall also set forth the statutory basis for calling the executive session.

* No Final Decisions

The Board shall not make any final decisions during any executive session. This policy, however, shall not prohibit full discussion of Board members' views during executive sessions.

* Purposes

Executive sessions shall be held only for the following purposes:

* Employment of Personnel: ORS 192.660 (2) (a). To discuss the employment of a public officer, employee, or staff member, but only if the following requirements have been met:
* Discipline of Public Officers and Employees: ORS 192.660 (2) (b). To consider the dismissal or disciplining of a public officer, employee, staff member or individual agent, or to hear complaints or charges brought against such persons, unless the person complained against requests an open hearing.
* Consultation with Labor Negotiator: ORS 192.660 (2) (d). To conduct deliberations with persons designated by the Board to carry on labor negotiations.
* Real Property Transactions: ORS 192.660 (2) (e). To conduct deliberations with persons designated by the Board to negotiate real property transactions.
* Exempt Records: ORS 192.660 (2) (f). To consider information or records which are exempt by law from public inspection. Examples of such records include medical records pertaining to personnel, confidential communications from legal counsel, employment tests or examination materials, and other materials exempted from public disclosure under the Public Records Law, ORS 192.501 and 192.502.
* Trade or Commerce: ORS 192.660 (2) (g) To consider preliminary negotiations involving matters of trade or commerce in which the governing body is in competition with governing bodies in other states or nations.
* Litigation/Consultation with Legal Counsel: ORS 192.660 (2) (h) To consult with legal counsel concerning the District's legal rights and duties, as well as current litigation or litigation likely to be filed.
* Performance Evaluations: ORS 192.660 (2) (i) To review and evaluate the employment related performance of the Managers, public officers, employees or staff members, pursuant to standards, criteria and policy directives adopted by the District, unless the person whose performance is being reviewed and evaluated requests an open hearing.
* Public Investments: ORS 192.660 (2) (j) To carry on negotiations under ORS 293 with private persons or businesses regarding proposed acquisition, exchange or liquidation of public investments.

**Conduct of Executive Session**

The Chairman or other presiding officer shall announce the statutory authority for the executive session before going into closed session. Once the executive session has been convened, the Chairman shall direct any representatives of the news media who are present not to report certain specified information from the executive session. In general, the extent of the non-disclosure requirement should be no broader than the public interest requires, and the news media will ordinarily be allowed to report the general topic of discussion in the executive session. Board members, staff and other persons present shall not discuss or disclose executive session proceedings outside of the executive session without prior authorization of the Board as a whole.

**Minutes of Board Meetings**

* Written Minutes

The Board shall keep written minutes of all of its meetings in accordance with the requirements of ORS 192.650. Minutes of public meetings shall include at least the following information:

* + All members of the Board present.
* All motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition.
	+ Results of all votes, including the vote of each member by name.
	+ The substance of any discussion on any matter.
* Subject to ORS 192.410 - 192.505 relating to public records, a reference to any document discussed at the meeting.
* Minutes of Executive Session

Minutes of executive sessions shall be kept separately from minutes of public meetings. Minutes of executive sessions may be kept either in writing, in the same manner as minutes of public sessions, or by tape recording. If minutes of an executive session are kept by tape recording, written minutes are not required, unless otherwise provided by law. ORS 192.650 (2).

* Disclosure of Executive Session Matters

If disclosure of material in the executive session minutes would be inconsistent with the purpose for which the executive session was held, the material may be withheld from disclosure. No executive session minutes may be disclosed without prior authorization of the Board. ORS 192.650 (2).

* Retention

Any tape recordings or written minutes of public Board meetings or executive sessions shall be retained by the District until such time as their disposal is authorized by rule or specific authorization of the State Archivist pursuant to ORS 192.105. It is recommended that minutes be retained forever.

* Availability to the Public

Written minutes of public sessions shall be made available to the public within a reasonable time after the meeting ORS 192.650 (1).