
Board Functionality, Officers, and Meetings

107.1 PURPOSE AND SCOPE

To establish guidelines for the Board of Directors from Siuslaw Valley Fire & Rescue (SVFR), Western Lane Ambulance District (WLAD) and Western Lane Fire and EMS Authority (WLFEA).

107.2 MISSION STATEMENT

To preserve and improve the quality of life for all who live, work, visit, and invest in the City of Florence and the rural area that surrounds the city, through the efficient delivery of emergency services supported by aggressive fire prevention and public education.

107.3 VALUES

Excellence, by striving to set the standard for buildings and equipment, educational programs, and emergency services through leadership, vision, innovations, and dedication to our work.

Fiscal accountability, by being responsible and efficient in ensuring the financial health of the district today and for generations to come.

Partnerships, by fostering an atmosphere of cooperation, trust, and resourcefulness with our patrons, co-workers, and neighboring emergency services agencies.

Customers, by interacting with people in a responsive, considerate, and efficient manner.

Staff, by honoring the contributions of each employee and volunteer and recognizing them as essential to accomplishing our mission.

107.4 QUALIFICATIONS

A Director of Siuslaw Valley Fire and Rescue, Western Lane Ambulance District, or Western Lane Fire and EMS Authority must be a voter within the boundaries of the respective district.

107.5 INDEMNITY

The Board of Directors is entitled to indemnification under the Oregon Tort Claims Act (OTCA). When the Board is acting within the course and scope of their elected position, OTCA states that, "The sole cause of action for any tort of officers, employees, or agents of a public body acting within the scope of their employment or duties...shall be an action against the public body only". When a Board member acts outside the course and scope of his/her elected position, he/she has no protection under OTCA.

107.6 THE BOARD OF DIRECTORS AS A TEAM

The Board of Directors work together as a team of volunteers elected to represent district residents. The board is charged with developing policies, providing vision, and evaluating district functions and operations. The board conducts its business through the deliberations of agenda topics to reach sound decisions and provide clear direction to the Fire & EMS Chief. At the

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conclusion of these deliberations, each board member agrees to support the final decision formalized by a vote of the Board, and to provide the Fire & EMS Chief with a unified direction. The following tenets support the Board's team dynamics:

The Board of Directors is a team of five district residents elected to act on behalf of and for the benefit of all District residents. Each Board member is equally responsible for ensuring that emergency services are properly managed in accordance with decisions reached by the Board in regular, special, or executive-session meetings.

Board members should be free from commitment or obligations to any special group or interest. Board members must avoid any actual or perceived conflict of interest with respect to their fiduciary duties, or actions that personally benefit board member(s).

The Board can transact business that is legally binding on the District only during a regular or special meeting with a quorum of Board members present. No formal decisions may be made in executive sessions. Minutes must be recorded for every Board meeting, including executive sessions.

The Board retains full legislative and judicial authority over the District in accordance with state laws and the expressed will of its citizens, but delegates all executive and operational decisions and supervisory authority to the Fire & EMS Chief who is hired by the Board as its chief executive officer.

Board members shall not become, or continue to be, a volunteer firefighter with Siuslaw Valley Fire & Rescue, an employee of Western Lane Ambulance District, or an employee of Western Lane Fire and EMS Authority and should avoid taking a direct hand in the administration of the District, thereby keeping the role and function of its Fire and EMS Chief clear to the public, staff, volunteers, and other stakeholders.

The Fire & EMS Chief serves the Board as a technical advisor in planning and policy making, as an executive by ensuring that board actions are implemented, and as a consultant to evaluate the results of Board actions. The Board shall evaluate the Fire and EMS Chief as specified in the employment agreement, which is a contractual obligation between the Fire & EMS Chief and the Board of Directors. Board members should not publicly express individual judgments of staff performance but may express their concerns to the Fire & EMS Chief.

Board members exercise their duties only when the board is in session; however, many members of the community assume the board members are on duty 24 hours a day and expect them to answer questions and hear concerns at any time. An individual board member does not have the authority to speak on the Board's behalf; however, individual Board members have both the right and duty to discuss fire protection or EMS matters with the public. Board members may choose to publicly express dissenting opinions after a vote, but should respect the majority decision and the Board's desire to move on to other business.

A citizen may confront an individual Board member with concerns or complaints that should properly be addressed by the Fire & EMS Chief or referred to the entire board. In this case, the

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Board member should relay the concern to the Fire & EMS Chief to address or produce a report for the full board's consideration. If satisfactory resolution cannot be accomplished through this procedure, the Board may, if it deems it advisable, grant a hearing to the citizen. Such hearing will be held during a regular or special session of the board. When a Board member is confronted with a situation that justifies a departure from this procedure, the board member should withhold commitment or opinion until the matter has been agendaized and presented to the Board during a regular or special session where all aspects of the issue can be aired.

The Board president is the official spokesperson for the Board of Directors. On occasion, the news media or special interest groups will ask an individual Board member to speak on a particular topic. In which case, the Board member should refer the person to the Board president, who can either speak on behalf of the Board, or appoint a Board member to do so. Interactions with the public, press, and other entities by individual board members should accurately represent and respect the Board's final decision. Depending on the topic, the Board President may also defer to the Fire & EMS Chief as the official spokesperson of the district.

Board meetings are critically important to the district. They are the forum at which laypeople proficient in thinking and judging consider the Fire & EMS Chief's recommendations and reports. An effective Board meeting should have a well-planned agenda prepared by the Fire & EMS Chief and Board Presidents.

107.7 BOARD FUNCTIONS

The Board recognizes and maintains the distinction between activities appropriate to the Board of Directors (as the District's legislative, governing body) and administrative duties performed by the Fire & EMS Chief (as the delegated administrator). The Board's three primary functions are policy-making, planning, and evaluation. The Board conducts its business in formal meetings with the support of the Fire & EMS Chief and district staff. The Board elects a Board President, Vice President, and Secretary-Treasurer annually and appoints a Recording Secretary at the first meeting of each fiscal year.

107.8 BOARD PRESIDENT

The role of a Board President is to:

- Preside over official meetings of the Board of Directors.
- Assist the Fire & EMS Chief in establishing the agenda for official Board meetings.
- Provide continuity in conducting district affairs by ensuring that the district operates in full compliance with the Oregon Revised Statutes.
- Facilitate positive interaction among board members, encouraging and eliciting an open exchange of ideas, suggestions, and opinions.
- Call special meetings and work sessions, as necessary.
- Work to build consensus, commitment and synthesis among board members when pursuing the districts goals.

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- Encourage citizen participation at board meetings by creating a cordial, friendly, open, and responsive atmosphere.
- Ensure that all board members comply with district policies and informs the board of any deviation from said policies.
- Serve as district spokesperson and represents the actions of the whole board in a manner that reflects positively on the district.

107.9 BOARD VICE PRESIDENT

In the Board President's absence, the Vice President presides over official Board meetings and assumes all the President's duties as outlined above.

107.10 BOARD OF DIRECTORS

The Board of Directors shall:

- Work as team members in performing the duties of a director to assure that the board speaks with one voice.
- Conduct district affairs such that its integrity is maintained and perceived positively by the residents.
- Formulate and evaluate legislative and other policies.
- Promote district affairs by engaging in public relations activities that cultivate a positive public image of the board and the district.
- Fully participate in short-term and long-term planning, ensuring that district resources are used efficiently and effectively.
- Identify community resident's emergency needs and wishes by encouraging public participation in formulating and implementing needs assessments and other forms of gathering community input.
- Actively promotes the district's vision, mission, philosophy, and programs by engaging in promotional activities and events.
- Instills pride in the district's residents and its career and volunteer staff, by creating a dynamic and responsive organization dedicated to meeting the needs of its residents.
- Ensure the district's long-term survivability by maintaining a stable fiscal base.
- Develop, adopt, and monitor the district's budget, in compliance with the Oregon Revised Statutes.
- Serve as a liaison with other related organizations, institutions, and agencies nurturing positive and mutually beneficial relationships.
- Participate in the Board's legislative decisions by offering ideas, suggestions, and opinions concerning policy formation.
- Participate in local and state associations.
- Participate in goal-setting by sharing ideas, opinions, and suggestions thereby helping achieve the district's mission.

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- Encourage and monitor a system of accountability to ensure the district's financial affairs, official minutes, and other documents comply with applicable Oregon Revised Statutes.
- Assist the Board President in hiring and evaluating the Fire & EMS Chief in accordance with the employment agreement to ensure continuity of operations.
- Communicate with district staff through the Fire & EMS Chief, to maintain order and clear lines of authority within the organization.
- Participate in district programs and routinely observe district services, areas and facilities to assess their effectiveness in meeting the emergency needs of the district residents.

107.11 BOARD SECRETARY-TREASURER

The Board is required to elect a Board Secretary-Treasurer, in accordance with ORS 266.370.

As a matter of practice, a member of the district's administrative staff serves in the capacity. The Board Secretary-Treasurer represents the Board in business matters and signs ordinances, resolutions, proclamations, correspondence, contracts, and deeds on behalf of the Board and the District.

107.12 RECORDING SECRETARY

The Recording Secretary shall not be a member of the Board of Directors and shall take the minutes of all Board meetings and when requested by the Board president. The Recording Secretary is customarily employed by the district as a member of the administrative staff. The recording secretary:

- Prepares and distributes meeting reports.
- Makes public meeting notifications in accordance with Oregon public meeting law.
- Records the minutes of each board meeting (including special, work business, and executive sessions) and presents for board approval, except for executive sessions where discussion is held confidential.
- Maintains archives of minutes and other related board documents in accordance with district and state policy.

107.13 BOARD MEETINGS

Public Meetings Act (ORS 192): All regular meetings of the Board shall be subject to Oregon Public Meeting statutes.

107.14 REGULAR MEETINGS

The Boards will determine the place and time for their regular Board meetings during the first regular meeting of each fiscal year. Typically all three boards hold a joint Regular Board meeting at Fire Station #1, 2625 Highway 101 North, at 6:00 p.m. on the fourth Thursday of each month,

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except when the Board has publicly posted an alternative date and/or locations. The Recording Secretary posts the meeting time and place with the local media.

107.15 SPECIAL AND EMERGENCY MEETINGS (ORS 192.620-192.690)

Special and emergency meetings may be called at any time by the Board president or any three Board members by posting written public notification stating the date, time, place, and purpose of the meeting. If the Board President or any three Board members call a special or emergency meeting, the Fire & EMS Chief shall be advised to ensure that proper public notification of the meeting is made in accordance with Oregon public meetings requirement. Minutes will be recorded of all special and emergency meetings.

107.16 EXECUTIVE SESSIONS (ORS 192.660)

Executive sessions may be conducted, in accordance with Oregon's public meetings law, to discuss land acquisitions, litigations, and personnel matters. All matters discussed in executive session shall be kept confidential by all Board members. The Board may not take action in executive session; however, it is acceptable to reach a consensus. If discussion in an executive session results in a consensus requiring a formal decision of the Board, the executive session must be adjourned and a business session reconvened in order for a motion and vote of the Board be conducted. Minutes will be recorded for all executive sessions.

107.17 QUORUM (ORS 192.660)

The Board of Directors has five members; therefore, the presence of three members constitutes a quorum. If the Board has a vacancy, a four-member Board also constitutes a quorum of three. A three member Board requires a quorum of two. A Board member participating via teleconference may be counted as present both for quorum and voting. Those participating in a meeting by teleconference shall have their votes recorded in the usual manner, and the minutes of the meeting shall indicate such presence by teleconference. A quorum of affirmative (i.e., "Aye") votes is required to fill a Board-officer vacancy, or to adopt any motion involving the expenditure of money, or letting of any contract, or any motion upon which the "Ayes" and "Nays" are demanded by any Board member.

107.18 AGENDA

An agenda, which shall set forth the order of business for meetings shall be prepared and made available to the board and the public no less than 48 hours before the meeting. The agenda shall contain supporting data for the suggested items of business, which the Fire & EMS Chief's (or their designee's) recommendations regarding each agenda item.

107.19 MINUTES OF BOARD MEETINGS (ORS 192.650(1) & ORS 192.410-192.505)

The "Records, Public Reports and Meetings" law (ORS 192.650) requires that minutes of each meeting be kept on file as a permanent record of the district. A record of Board actions shall be set forth in full in the official minutes of the Board. The Recording Secretary is custodian of the

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minutes and shall make them available to anyone, subject to Oregon public records statute and district public records policy.