

Board of Director Policy

Policy No. 2025.01

Van Buren Conservation District

ADOPTED BY THE BOARD OF THE VAN BUREN CONSERVATION DISTRICT ON:

I. PURPOSE

The Van Buren Conservation District (District) is governed by a Board of Directors elected by the residents and landowners of the District to represent their interests in natural resource conservation. The Board is composed of five (5) voting members.

This policy exists to define the authority, ethics, and responsibilities of the Board of Directors and Associate Board Directors.

II. AUTHORITY

As established in Michigan Conservation District Law (Act 463 of 1998) and the Natural Resources and Environmental Protection Act (Act 451 of 1994, Part 93), a conservation district is a governmental subdivision of the state with statutory powers and responsibilities; districts have the authority to address natural resource and conservation issues. As locally elected public officials, district directors are responsible for the operation and management of their district. Directors develop district policy, which is implemented by their staff. The authority to establish and adopt policy for the governance of the District rests solely with the Board of Directors.

III. ELECTION AND APPOINTMENT PROCESS

Board Director elections shall occur annually at the District's annual meeting or open house in a manner that is consistent with State law.

1. OATH. Each newly elected Board Director shall file an acceptance of office as well as an affidavit of eligibility and shall take an oath of office. The oath of office must be administered by a notary of the public.

2. TERM. The term of each Board Director shall commence on the first scheduled Board meeting in the calendar year after the Board Director is elected or appointed and shall continue for a period of four (4) years, or until a vacancy occurs.

3. BOARD APPOINTMENTS. The Board shall fill a person appointed to fill a vacancy on the Board in the following manner:

- A. The Board shall seek qualified and interested candidates from the community through the news media, word of mouth, and contacts with appropriate organizations.
- B. All applicants are to submit a notice of their interest, in writing, to the District Executive Director/Administrator.

- C. The Board shall interview all interested candidates to ascertain their qualifications.
- D. Appointment by the Board to fill a vacancy shall be by majority vote of the full Board.

4. RESIGNATION. A Director's resignation shall be submitted to the Board of Directors in writing. A resignation does not become effective until it has been accepted by the Board of Directors. Acceptance by the Board of Directors can be either by formal acceptance at a board meeting or by appointment of a successor.

IV. ETHICS

The maintenance of unusually high standards of honesty, integrity, impartiality, and professional conduct by District Board Directors is essential to ensure the proper performance of District business as well as to earn and keep public confidence in the Van Buren Conservation District. To this end, the Board Directors will:

- A. Adhere to the provisions of the Standards of Conduct for Public Officers and Employees Act (1973 PA 196), and all other federal, state, and local laws.
- B. Strive to improve conservation practices of all communities
- C. Encourage free expression of opinion by all Board Directors, and seek systematic communication between the Board, employees, and public
- D. Avoid being placed in a position of conflict of interest, and refrain from using their Board positions for personal partisan gain
- E. Take no private action that will compromise the Board or Management, and respect the confidentiality of information that is privileged under applicable law
- F. Remember always that their first and greatest concern must be for the wise use and protection of the District's natural resources
- G. Render all decisions based on the available facts and independent judgment and refuse to surrender that judgment to individuals or special interest groups
- H. Endeavor to make policy decisions only after full discussion at publicly held Board meetings
- I. Use their own operations and activities to set a good conservation example to others and demonstrate conservation benefits
- J. Support majority decisions and act on committee recommendations brought to the Board for action

V. ORIENTATION

The preparation of each Board Director and Associate Director for the performance of Board duties is essential to the effective functioning of the Board. The Board shall encourage each new director to understand the functions of the Board, acquire knowledge of matters related to the operation of the District, and learn Board procedures. Accordingly, the Board shall give to each new director for their use and possession during their term on the Board the following items:

- A. A copy of the Board of Director Policy
- B. A copy of the District Policies, Practices, Procedures, and Benefits Handbook
- C. The current District budget statement, audit report, and related fiscal materials
- D. A copy of Conservation District Law

- E. A copy of the Michigan Conservation Districts Operations Manual
- F. A copy of the Michigan Association of Conservation Districts (MACD) Director Guidebook

Each new Board Director shall be invited to meet with the Board Chairperson, and/or District Executive Director/Administrator to discuss Board functions, policies, procedures, practices, and benefits. The Board shall encourage the attendance of each new Board Director at orientation and training meetings.

VI. RESPONSIBILITIES

Board Directors will comply with all federal and state laws and rules governing the operation of a government entity, such as the Open Meetings Act (Public Act 267 of 1976, as amended), Freedom of Information Act (Public Act 442 of 1976, as amended), Civil Rights Act (Public Act 220 and 453, as amended).

1. ASSESSMENT OF DISTRICT GOALS. A major function of the Board is to establish goals consistent with the District mission and provide the resources necessary to accomplish those goals. The Board shall annually provide time for both the Board and Management to assess the progress of the District during the previous year toward the achievement of annual goals. As a result of these annual assessments, new goals will be established for the upcoming year.

2. GENERAL RESPONSIBILITIES.

- A. Attend all regularly scheduled Board meetings (which are each approximately two hours in duration each) insofar as possible, and become informed concerning the issues to be considered at those meetings
- B. Arrange for capturing accurate records (board minutes) of Board meetings
- C. Provide personal contact information and be accessible in between Board meetings if needed
- D. Oversee the management of all District-owned funds, facilities, and equipment
- E. Take an active interest in the District programs and activities and attend events whenever possible
- F. Participate in working committees (formed as needed) which may require attendance of additional meetings or conference calls
- G. Work with the other Board Directors to establish, review, and enforce effective policies, practices, procedures, and benefits and to delegate appropriate authority to the Executive Director/Administrator for the daily management of the District
- H. Read, understand, and vote on all District contracts and agreements
- I. Oversee the preparation of an annual budget and appropriations act and maintenance of an approved bookkeeping system that reflects all income and expenditures
- J. Ensure Board Director elections are held in compliance with Conservation District Law and Michigan Department of Agriculture and Rural Development (MDARD) guidelines
- K. Communicate with other Board Directors and the Executive Director/Administrator expressions of public reaction to Board policies and District programs

- L. Inform themselves about current issues by individual study and through participation in programs providing needed information, such as those sponsored by the State and the MACD
- M. Hire personnel based on District personnel policy and all applicable federal, state, and local laws
- N. Oversee and approve the creation and implementation of annual employee work agreements
- O. Support the employment of those people best qualified to serve as District employees, and insist on a regular and impartial evaluation of all employees
- P. Utilize personal and professional skills, relationships and knowledge for the advancement of the District
- Q. Maintain contact with local, state, and national public officials to keep them informed of the District's activities and conservation and funding needs
- R. Raise awareness of the District's mission, programs, and services
- S. Sponsor and actively participate in public education activities and events to stay informed of local natural resource conservation issues
- T. Provide general supervision of the District Executive Director
- U. Recruit new District board directors and associate board directors utilizing a recruitment and succession plan
- V. Attend and engage in MACD State Council meetings, region meetings and committees, and annual conferences
- W. Participate in ongoing development activities, trainings, and conferences conducted by MDARD, MACD, partners, and the District
- X. Remain informed of legislation and policies of local, state, and federal government about conservation issues

3. PUBLIC EXPRESSION. The Chairperson functions as the official spokesperson for the Board, unless someone else is designated by the Board. If a position has not been sanctioned by a majority of directors, Board Directors will, when writing or speaking on District matters to the media, legislators, and other officials, make it clear that their views do not necessarily reflect the views of the Board or of their colleagues on the Board. All other Board Directors may make public statements on District matters to local media and local, state, or national officials.

4. COMMUNICATION BY ELECTRONIC MAIL. To avoid violating the Open Meetings Act (Public Act 267 of 1976, as amended), the Board will use electronic mail (e-mail) in the conduct of District business solely for the purposes of communicating:

- A. Messages between no more than two Board Directors, preferably between one Board Director and the Board Chairperson or between one Board Director and employee(s) that does not involve deliberating or rendering a decision on matters pending before the Board. Use of "reply-all" among Board Directors should be avoided.
- B. Possible agenda items between the District Executive Director/Administrator and the Board Chairperson
- C. Times, dates, and places of Board meetings
- D. Requests for public record information from employees or community members pertaining to District operations. Requests for public record information should be

immediately forwarded to the District FOIA Coordinator (as designated by the District's FOIA Policy).

- E. Responses to questions posed by employees or community members . Any questions or comments from employees or the community should not be forwarded to more than one other Board Director as stated in subsection A above.

Under no circumstances shall Board Directors use email to discuss amongst themselves information which Board business that is only to be discussed in an open meeting of the Board or could be considered an invasion of privacy if the message were to be monitored by another party.

Board Directors should have no expectation of privacy for any messages sent by email. Messages that have been deleted may still be accessible on the hard drive if the space has not been occupied by other messages. Messages deleted or otherwise, may be subject to disclosure under the Freedom of Information Act (Public Act 442 of 1976, as amended), unless an exemption would apply. Board Directors shall not delete email messages relating to Board business unless expressly authorized by a retention schedule. All Board communications are public records belonging to the People of the State of Michigan, subject to review and disclosure.

5. BONDING. The Board recognizes that prudent trusteeship of the resources of this District, and state law, dictate that employees responsible for the safekeeping of District monies be bonded. The Board shall provide for the execution of surety bonds for all District Board Directors and employees entrusted with funds or property.

The District shall be indemnified against loss of money by bonding employees holding the position and, in the amounts, determined by the Board and in accordance with state law. All other employees handling money shall be covered under a blanket bond, the amount of which is to be determined by the Board. The Board shall bear the cost of bonding each employee required to be bonded by this policy.

6. LEGAL COUNSEL. The Board may employ an attorney, or utilize the services of MACD's legal counsel, to represent the District or Board in actions brought for or against the District and to render other legal services for the welfare of the District.

7. INSURANCE

The District Board shall purchase with District funds the type and amount of insurance necessary to protect the District from major financial losses and to comply with all federal, state, and local laws. Insurance for a given coverage shall be obtained at the lowest possible cost, assuming that service and company reliability are satisfactory. The District Executive Director/Administrator shall administer the insurance.

Insurance purchased shall include, but need not be limited to, the following:

- A. Negligent acts or omissions, which cause personal injury or wrongful death
- B. Fire and extended coverage on District office contents

- C. Comprehensive bodily injury, property damage on automobiles, and trucks
- D. Special coverage for equipment not ordinarily covered under a standard policy
- E. Employee insurance coverage as specified in the employee work agreements or by Board action
- F. Worker's compensation coverage
- G. Legal liability for Board Directors and employees

8. LOANING OF DISTRICT-OWNED EQUIPMENT

The District Board believes that District-owned equipment is a valuable resource, which may be loaned for community use under certain conditions only, provided that such use does not infringe on the original and necessary purpose of the equipment or interfere with the mission of the District. The Board may lend specific items of equipment to residents located within the boundaries of the Conservation District upon request and approval granted by the District Executive Director/Administrator. User(s) of District-owned equipment shall be fully liable for any damage or loss occurring to the equipment during the period of its use and shall be responsible for its safe return. All equipment and materials will be loaned out on an as-available basis. Directors and District employees will have the highest priority. All borrowers will be required to record equipment loans as directed by the Executive Director.

VII. PER DIEM

A director is entitled to expenses, including traveling expenses necessarily incurred in the discharge of their duties. A director may be paid a per diem for time spent undertaking their duties as a director.

VIII. BOARD MEETING PROCEDURES

The District will comply with all requirements of the Open Meetings Act (Public Act 267 of 1976, as amended) including but not limited to: establishing a regular meeting schedule, changing regular meetings, holding emergency and special meetings, and noticing all meetings.

1. ORGANIZATION. The District Board shall organize annually not earlier than January 1 and not later than January 31 at a meeting. The District Executive Director/Administrator shall serve as presiding officer until the election of a Chair shall call the meeting to order. Annual organizational responsibilities include:

- A. Elect officers of the board: Chairperson, Vice-chairperson, and Secretary
 - a. Election of the Treasurer will occur per the Budget Appropriations Act Policy when the General Appropriations Budget is adopted.
- B. Designate depositories for District funds
- C. Designate those persons authorized to sign checks, contracts, and agreements
- D. Designate a day, place, and time for regular meetings which shall be held at least once every month
- E. Designate a Director to assume specific responsibilities of the Treasurer and/or Secretary

- F. Designate legal counsel, district auditor, newspaper for legal notices, and election supervisor

2. OFFICERS. The Board shall annually elect officers of the board. Election of officers shall be by majority vote of the full Board. Where no such majority exists on the first vote, a second vote shall be cast for the two (2) candidates who received the greatest number of votes.

Except for those appointed to fill a vacancy, officers shall serve for one (1) year and until their respective successors are elected and shall qualify. An officer may be removed from the officer position but not from the board, for cause, by a majority vote of the full Board. The Board shall fill a vacancy in either office within thirty (30) days of the occurrence of the vacancy.

3. PRESIDING OFFICER. The Chairperson shall preside at all meetings of the Board. In the Chairperson's absence, disability, or disqualification, the Vice-Chair shall preside; if neither person is available, then the Secretary shall preside.

4. QUORUM. A majority of the directors (three) constitutes a quorum of the board, and the concurrence of a majority in any matter within their duties that is required for the board's determination.

5. CONSENT AGENDA. The Board may use a consent agenda to keep routine matters within a reasonable time frame. The following routine business items may be included in a single resolution for consideration by the Board:

- A. Minutes of prior meetings
- B. Bills for payment
- C. Annual personnel review
- D. Resolutions that require annual adoption, such as bank signatories, grant program authorizations, memorandums of understanding, association memberships, etc.

6. MEETING MINUTES. The Secretary, or a temporary Secretary appointed by the presiding officer, shall designate a person to keep minutes of each Board meeting showing the date, time, place, Directors present, Directors absent, any decisions made at a meeting open to the public, and the purpose or purposes for which a closed session is called. These minutes must be approved by the Board and endorsed by the Chairperson at the next meeting. The minutes shall include all roll-call votes taken at the meeting.

Draft minutes shall be available for public inspection not later than eight (8) business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than five (5) business days after the meeting at which the minutes were approved. The minutes shall be available for purchase at a fee estimated to cover the cost of printing and copying. The official minutes shall be digitized and retained into perpetuity. One year of physical minutes will be stored at the Conservation District office, and all previous years' physical minutes will be stored off-site and retained into perpetuity. The Board as one of its first orders of business at its next regular meeting, shall approve minutes of the preceding meetings.

7. PUBLIC PARTICIPATION AT BOARD MEETINGS. The Board recognizes the value of public comment on conservation issues and the importance of allowing members of the public to express themselves on District matters and is required to comply with the Open Meetings Act (Public Act 267 of 1976, as amended).

Any person or group wishing to place an item on the agenda shall register their intent with the District Executive Director/Administrator no later than seven (7) days prior to the meeting and include:

- A. Name and address of the participant
- B. Group affiliation, when appropriate
- C. Topic to be addressed

Such requests shall be subject to the approval of the Board Chairperson.

To permit fair and orderly public expression, the Board shall provide a period for public participation at every meeting of the Board and publish rules to govern such participation in Board meetings. Public comment shall be limited to three (3) minutes per person or ten (10) minutes per group of more than three people.

The presiding officer of each Board meeting at which public participation is permitted shall administer the rules of the Board for its conduct. The presiding officer shall be guided by the following rules:

- A. Public participation shall be permitted as indicated on the order of business.
- B. The presiding officer must recognize participation. Participants will preface their comments by stating their name and address.
- C. Participants shall direct all comments to the Board and not to employees or other participants.
- D. All statements shall be directed to the presiding officer; no person may address or question Board Directors individually. Public comment is not a two-way-street, and Board Directors are under no obligation to respond to public comments or answer questions posed by the public, unless they so choose.

The presiding officer may:

- A. Interrupt, warn, or terminate a participant's statement when the statement disrupts, disturbs, or otherwise impedes the orderly conduct of the meeting. The presiding officer shall only terminate a participant's statement in exceptional circumstances.
- B. Request the assistance of law enforcement officers in the removal of a disorderly person when that person's conduct interferes with the orderly progress of the meeting.
- C. Call a recess or an adjournment to another time when the lack of public decorum so interferes with the orderly conduct of the meeting as to warrant such action.
- D. Require that any person making an audio or video tape recording of any meeting of the Board operate the recorder under the following conditions:
 - a. No obstructions are created between the Board and the audience
 - b. No interviews are conducted in the meeting room while the Board is in session
 - c. No commentary is made that would distract either the Board or members of the audience while the Board is in session

7. RECESS. Any meeting of the Board may be recessed to another time and place that is available to the public. Any meeting which is recessed for more than thirty-six (36) hours shall be reconvened only after notice stating the date, time, and place of the recessed meeting, as well as the name, address, and telephone number of the District has been posted on or near the front door of the District office and such other place(s) as the Board may determine for at least thirty-six (36) hours prior to the time the meeting is to be reconvened.

8. SPECIAL MEETINGS AND EMERGENCY MEETINGS. Special meetings and emergency meetings of the Board may be called by the Chairperson or by any two (2) Board Directors provided there is compliance with the Open Meetings Act (Public Act 267 of 1976, as amended).

9. CLOSED SESSION. Under the Open Meetings Act, a conservation district may only meet in closed sessions for any of the reasons stated in MCL 15.268, as may be amended. A two-thirds roll call vote is required for the District Board to hold a closed session except for reasons one and two listed above. The roll call vote and the purpose(s) for entering a closed session must be recorded in the meeting minutes at which the vote is taken. A designated Director of the Board will keep a separate set of minutes for the closed session. These minutes may be destroyed one year and one day after approval of the minutes of the regular meeting at which the closed session was approved. Minutes of closed meetings do not need to be available for public inspection (FOIA) and would only need to be disclosed if required by civil action.

IX. INDEMNIFICATION

The Board may hold harmless, indemnify, pay, settle, or compromise a judgment against a Board Director to the extent allowed under law.

X. BOARD DEVELOPMENT

District directors have roles and responsibilities as elected officials. Ongoing development activities should be part of the plan for every board and every individual director. It is essential to attend state and regional meetings, take part in director training workshops, and keep up with

pertinent literature. There are several ways conservation district boards can obtain training and strengthen their effectiveness as a team; this includes:

- A. Review MACD online director training modules
- B. Attend MACD-sponsored director trainings and conferences
- C. Review Conservation District Operations Manual Chapter Four: District Directors' Duties and Responsibilities
- D. Mentor with a seasoned board director
- E. Read board policies, grants, and current five-year, long-range plan
- F. Review and understand the county's master plan
- G. Understand and adhere to Conservation District Law

The board should conduct a self-evaluation to determine the effectiveness of how they function as a group, whether they have met the goals of the district, and to pinpoint needed training.

XI. BOARD DIRECTOR CONFERENCES, CONVENTIONS, WORKSHOPS, MEETINGS, AND TRAININGS

The Board recognizes the value of membership and attendance at conferences, conventions, workshops, meetings, and trainings at the local, county, state, and national level. Attendance at local, county, state, and/or national functions is encouraged. Each Board Director is expected to report back to the Board after attending a function at District expense. Travel and personal expenses of spouse, children, or other guests traveling with a Board Director shall be the responsibility of the Board Director or the accompanying individual. Expenses for functions attended on behalf of the District may be paid by the District within budgetary limits as described in the Travel Policy.

XII. BOARD RECRUITMENT AND ASSOCIATE BOARD DIRECTORS

Board Directors are responsible for recruiting new district board directors. County residents interested in conservation and serving on the Van Buren Conservation District Board shall be invited to attend regular board meetings. Directors shall familiarize prospective candidates with the District, its governing process, and its projects and grant opportunities.

Prospective directors may self-identify, and District Directors shall recruit candidates intentionally through a process. Qualified and talented individuals shall be sought by actively seeking ideas and talents outside of one's inner circle with an emphasis on specialized knowledge, skills, abilities, and contacts that are needed for the success of the district and meeting the community's needs. The Board Directors should reflect the community it represents in all its uniqueness.

XIII. ASSOCIATE BOARD DIRECTORS

Prospective board directors may become, with board approval, Associate Board Directors. Their informal inclusion in board meetings provides "on the job training" that is designed to prepare

them for an open director term if they choose to run during an election as a candidate or if they are asked to serve as an appointed director in accordance with Conservation District Law.

Associate Directors can provide a great deal of knowledge and insight, serve on committees of the board, and volunteer at the District. Associate Directors cannot count towards a District Board meeting quorum, make motions, vote, or otherwise act as a publicly elected official. The position is intended to strengthen the District by bringing additional skills, abilities, knowledge, and experience that can help the District achieve its conservation and operational objectives. The position can provide a pool of future Directors either through appointment to openings in the membership of the Board, or through election.

The Board of Directors views the roles and responsibilities of ADs as follows:

- A. Attend regular meetings of the District Board of Directors, which are each approximately two hours in duration. The board meets at least twelve (12) times per year. Be accessible for personal contact in between board meetings.
- B. Commit time to developing financial resources and community outreach for the District. This includes supporting other fund development activities of the District, such as tree sales, grant-related operations in which board member participation satisfies grant match requirements, and other volunteer commitments in a manner appropriate for board directors.
- C. Participate in board activities that may from time to time be instituted by the Board.
- D. In general, utilize personal and professional skills, relationships and knowledge for the advancement of the District.

There shall be no more than five (5) Associates at any one time. Associates shall be selected by majority vote of the Directors in a duly constituted meeting of the Board. The Board shall follow the policy earlier in this section for solicitation of candidates. Such solicitation and selection shall conform to nondiscrimination requirements of public agencies.

When candidates for Associate Director are identified and selected by vote of the Board, they will be sent a packet consisting of:

- A. a personalized cover letter that informs the prospect of the Board's interest in them, a brief description of the recruiting process, and asking if they would like to be considered for Associate Director;
- B. a current Annual Report of the District;
- C. a copy of the role and responsibilities of an Associate as set out above in the form of a letter agreement that makes the appointment to Associate an at will agreement with a term of one year;
- D. a board application form to be returned by those interested

Once a prospect has nominated themselves, the Board will take such action as it determines necessary to meet and vet the candidate, prior to voting at a duly constituted meeting of the Board to accept or deny the application.

The undersigned acknowledges the receipt of and understanding of this policy and understands that this policy is subject to change by the Board of Directors.

Board Director Signature: _____ Date: _____

I, the undersigned, the Chairperson of the District, do hereby certify that the foregoing is a true and complete copy of the policy enacted by the Board of Directors of the Van Buren Conservation District at a regular meeting held on _____.

Board of Directors Chairperson Signature: _____ Date: _____