

**RESOLUTION NO. 2019-01**

**A RESOLUTION OF SUMMIT COUNTY SERVICE AREA NO. 3  
TO REPEAL AND REPLACE REGULATION 2017-05 TO  
ADOPT GOVERNANCE STANDARDS AND RULES OF ORDER AND PROCEDURE**

***PREAMBLE***

WHEREAS, Summit County Service Area #3 (“**Service Area**”) is a service area authorized and organized under the provisions of Utah law to carry out those purposes set forth in Section 2-27-1 of the Summit County Code, and

WHEREAS, pursuant to Utah Code Ann. § 17B-1-301(2)(h), the Service Area’s Board of Trustees is authorized to adopt by laws for the orderly functioning of the Board; and

WHEREAS, pursuant to Utah Code Ann. § 17B-1-310(3)(b)(i), the Service Area’s Board of Trustees is authorized to adopt rules of order and procedure to govern the public meetings of the Board; and

WHEREAS, the Service Area desires to update and amend its Governing Standards, or bylaws, to include rules of order and procedure and to provide further guidance regarding Board member responsibilities and Board oversight of Service Area staff and contractors.

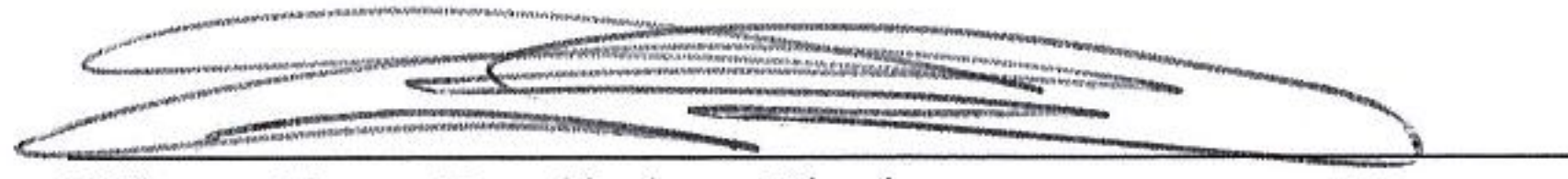
**NOW, THEREFORE**, be it **RESOLVED** by the Board of Trustees of the Summit County Service Area #3 that Ordinance #2017-05 is hereby repealed in its entirety and replaced with the attached regulation effective immediately.

**ADOPTED AND APPROVED** by majority vote at a duly called meeting of the Board of Trustees on this 4th day of February, 2019.

[Execution on following page]

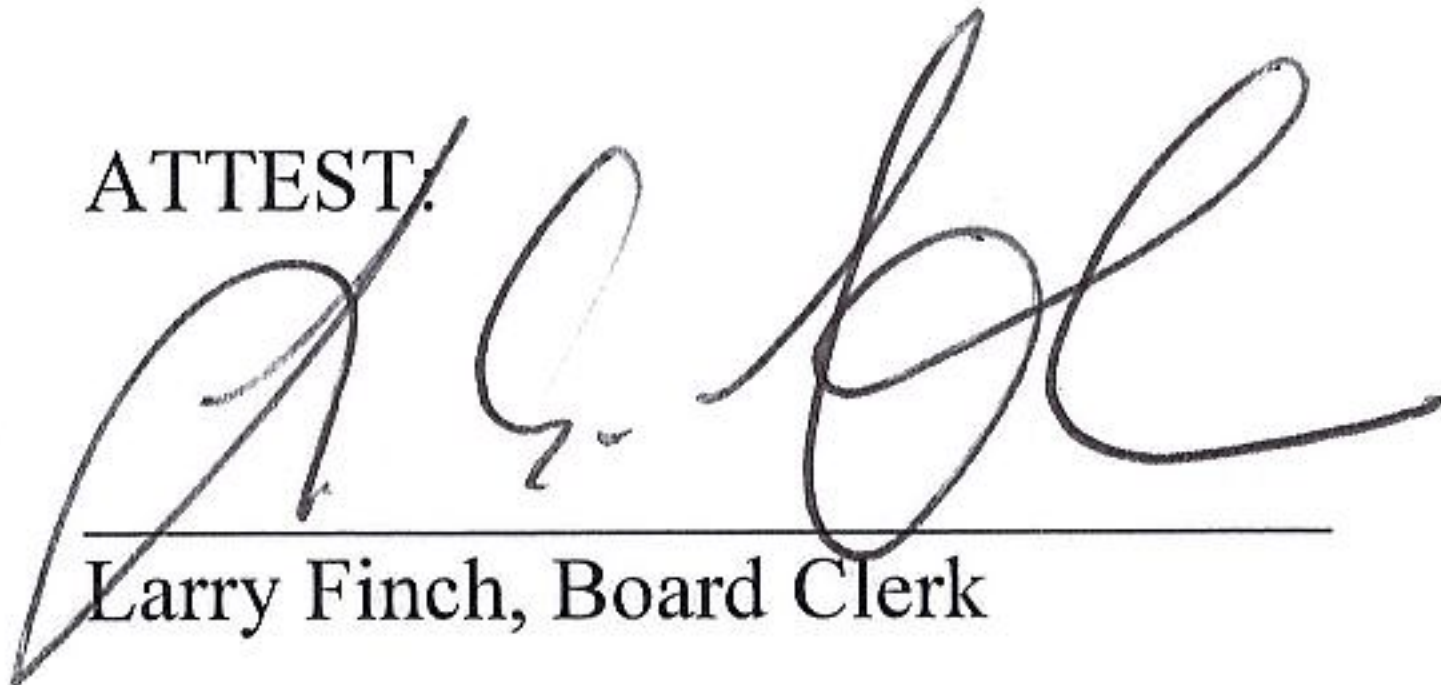


SUMMIT COUNTY SERVICE AREA NO. 3



Vince Pao-Borjigin, Chairman  
Board of Trustees

ATTEST.

  
Larry Finch, Board Clerk

VOTING

|                             |        |
|-----------------------------|--------|
| Trustee Carpenter voting    | Yea    |
| Trustee Finch voting        | Yea    |
| Trustee Galoostian voting   | Yea    |
| Trustee Keblish voting      | absent |
| Trustee Montgomery voting   | absent |
| Trustee Olson voting        | Yea    |
| Trustee Pao-Borjigin voting | absent |



# BOARD CONDUCT AND RULES OF ORDER AND PROCEDURE

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# BOARD CONDUCT AND RULES OF ORDER AND PROCEDURE

## 1. MEETINGS.

- a. REGULARLY SCHEDULED MEETINGS. The Board of Trustees (“**Board**”) will meet at least once each month, and more frequently as business dictates, on a regularly scheduled day each month. These meetings will be known as the “Regular Meetings.”
- b. SPECIAL MEETINGS. Any meeting that is not a Regular Meeting, called with 24 hour notice, will be known as a “Special Meeting.” The Chair of the Board, or a majority of the Board, may call as many Special Meetings, in addition to the Regular Meetings, as will be deemed necessary.
- c. EMERGENCY MEETINGS. Emergency meetings may be called by the Chair, or Vice Chair, with less than 24 hour notice, but all action taken at said emergency meetings will be considered and/or ratified at a special meeting or a regularly scheduled meeting. Furthermore, no emergency meeting will be held unless an attempt has been made to notify all Trustees by phone and email, and a majority of Trustees authorizes the Emergency Meeting.
- d. NOTICE OF MEETINGS. Notice of Regular Meetings, or Special Meetings, will be provided via email, at the Trustee’s designated email address, to each Trustee at least 24 hours in advance of the meeting. Further, notice of Regular Meetings and Special Meetings, and the agenda therefore, will be posted at a place within the Service Area where constituents are most likely to observe the notice. Said notice will be given not less than 24 hours prior to the meeting and will state the agenda, date, time and place of each meeting. In addition, notice of each Regular Meeting and Special Meeting will be posted on the Utah Public Notice Website and the Service Area’s Website, and will be made available to a newspaper of general circulation that serves the Service Area. If at all practicable, notice of each Emergency Meeting will be posted on the Utah Public Notice Website.
- e. NOTICE OF PUBLIC HEARINGS. Notice of all public hearings will be given as provided by state law. Notice of budget public hearings will be published in a newspaper of general circulation within the Service Area’s boundaries and posted in the same manner as notices for Regular Meetings.
- f. QUORUM. Four Trustees will constitute a quorum of the Board of Summit County Service Area No. 3 (“**SCSA#3 or Service Area**”).
- g. MEETINGS OPEN TO THE PUBLIC. All meetings of the Service Area Board will be conducted in compliance with the provisions of the Utah Open and Public



Meetings Act and all enactments of the Service Area will be in compliance with applicable state law for the matter considered by the Board.

- h. VOTE BY PROXY. Vote by proxy will not be allowed for any purpose.
- i. RULES OF ORDER AND PROCEDURE. All meetings of the Service Area Board will be conducted in compliance with the Rules of Order and Procedure attached and incorporated herein as **Addendum A**.

## 2. OFFICERS.

- a. CHAIR AND VICE-CHAIR. The Board will elect a Chair and a Vice-Chair at its first regularly scheduled meeting in January each year. The Chair and Vice-Chair will serve for a period of one year or until their successors are elected. Neither the Chair nor Vice-Chair may serve consecutive terms in the same office.
- b. CLERK AND TREASURER. The Board will elect a Clerk and a Treasurer for two-year terms each. These two offices may not be held by a single person.
- c. DUTIES OF THE CHAIR. Among other duties approved by the Board, the Chair will:
  - i. Cause the agenda to be compiled and posted in advance of any meeting. The Chair will place upon the agenda any item requested by any member of the Board for any specific meeting;
  - ii. Preside at all Board meetings;
  - iii. Call any special meetings or emergency meetings that the Chair may deem necessary and appropriate;
  - iv. Ensure the integrity of the Board's processes and normally serve as the Board's official spokesperson.
  - v. Participate in discussion of all matters.
  - vi. Vote as a member of Board and will have no power to veto.
  - vii. Ensure that the Board's rules of procedure are followed and bear responsibility for:
    - (1) Maintaining the dignity of Board meetings.
    - (2) Calling meetings to order and confining the discussion to the agenda, determining time limits to be given to a subject under discussion by the Board, or any person, including Trustees, who desire to speak to any subject addressed by the Board.



- (3) Recognizing Trustees for motions and statements and may allow audience and staff participation at appropriate times.
  - (4) Gaining knowledge of the Service Area's adopted rules of procedure and how to apply them.
  - (5) Ensuring compliance with the Utah Open and Public Meetings Act or applicable successor statute or requirements regarding open public meetings.
  - (6) Courteously discouraging Trustees and members of the public who talk too much, too often, or who are repetitive in their comments.
  - (7) Courteously ensuring those who have the floor are not interrupted and to rule out of order those not following meeting procedures.
  - (8) Recognizing the Trustee offering the motion, restating the motion, presenting the motion to the Board for consideration, calling for the vote, announcing the vote, and then announcing the next order of business.
  - (9) Keeping (or causing to be kept) an accurate record of all SCSA#3 Board Meetings and deliberations, including the maintenance of an accurate record, by individual member, of all formal votes of the SCSA#3 Board duly recorded by name in the minutes.
- viii. Make only those interpretive decisions that fall within the topics covered by current Board policies regarding Board governance and staff relationships, except where the Board specifically delegates portions of this authority to others, using any reasonable interpretation of the provisions in those policies, provided that the Chair will not:
- (1) Make any interpretive decisions about policies created by the Board in the Ends and Executive Limitations policy areas; or
  - (2) Exercise any authority as an individual to direct actions of the SCSA#3 General Manager or other employees or contractors to act outside the agreed upon Board decisions or priorities.
- ix. Represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the areas the Board has assigned to the Chair, delegating this authority to other Board members when appropriate, but remaining accountable for its use.



- d. DUTIES OF THE VICE-CHAIR. Among other duties approved by the Board, the duties of the Vice-Chair will be to act in the absence of the Chair and perform all official duties and functions that the Chair is empowered to perform when the Chair is absent.
  - e. DUTIES OF THE CLERK. The Clerk will keep or cause to be kept, the minutes of every Regular Meeting, Special Meeting and Emergency Meeting. The Clerk will further be responsible for carrying out any official duties as directed by the Board.
  - f. DUTIES OF THE TREASURER. The Treasurer will be responsible for holding and maintaining in appropriate accounts all funds collected by the Service Area. The Treasurer will be responsible for all matters relating to funds in any way involving the Service Area. The Treasurer will be responsible for all collection and disbursement of funds in the Service Area.
3. MISSION OF THE BOARD. The mission of the Board is to represent its constituents and lead the Service Area by determining and demanding appropriate and excellent organizational performance. To distinguish the Board's own unique job from the jobs of the SCSA#3 Chair and staff, the Board will concentrate its efforts on the following:
- a. Utilizing proactive strategies to ensure meaningful and transparent communication with SCSA#3 residents to determine their concerns, needs, and demands.
  - b. Developing written governing policies that, at the broadest levels, address:
    - i. ***Ends:*** Organizational products, impacts, benefits or results for specified recipients and their relative worth (perhaps, i.e., what end result is desired for whom and at what cost).
    - ii. ***Executive Limitations:*** Constraints on executive authority that establish the practical, ethical and legal boundaries within which all executive activity and decision-making will take place.
    - iii. ***Governance Process:*** How the Board will conceive, carry out and monitor its own work.
    - iv. ***Board/Staff Relationship:*** How authority is delegated to the SCSA#3 employees and contractors, and their role, authority and accountability.
  - c. Ensuring Board performance by monitoring compliance with - *Governance Process* and *Board-Staff Relationship* Policies.
  - d. Ensuring that the Ends are the focus of board actions supporting the Service Area's mission.



- e. Ensuring SCSA#3 compliance with fiduciary responsibilities and fiscal policies as required by law to provide for efficient handling, spending, accounting and reporting of public funds as prescribed by Generally Accepted Accounting Principles (GAAP) and state laws.
  - f. Annually review and appoint an independent financial auditor for an audit of the organization and cause an internal review of financial transactions. The audit report is to be presented within 180 days of year end.
4. BOARD GOVERNANCE. The Board will govern itself in accordance with the following governing principles:
- a. The Board will hold itself accountable by ensuring that all actions it takes are consistent with the Service Area's purpose, mission and values and the Board's policies. In fulfillment of this charge, the Board is committed to rigorous improvement of its capacity to govern effectively using its policies to define its concerns in terms of values and its vision in terms of expectations.
  - b. The Board will govern with emphasis on long-term organizational vision; exhibit future orientation rather than past or present; focus on strategic leadership rather than administrative detail; encourage diversity in viewpoints but support collective rather than individual decisions; observe clear distinction between Board and Chair roles; and govern proactively rather than reactively.
  - c. The Board will govern so that long term values are achieved in the manner consistent with productive use of people and resources, with orderliness, with deliberation of thought and with care in the use of Board Members' time. Accordingly:
    - i. The major ongoing concerns of the Board will be careful consideration of the Service Area's reason for existence, its purpose, mission and values. All other concerns, however legitimate, will be routinely managed as much as possible to allow the Board to spend most of its time focused on the Service Area's Ends policies.
    - ii. Board members will be discreet and respectful of elected leaders and will be sensitive to the expectations and values of the public they serve.
    - iii. The Board will cultivate a sense of group responsibility. The Board will be responsible for governing with excellence. The SCSA#3 will use the expertise of individual Board members to enhance the ability of the Board as a body, but the Board may not substitute judgments of individual members for the Board's collective values. The Board will work in partnership with the Chair, staff, and contractors.
    - iv. The Board will hold itself accountable for governing with excellence. This self-discipline will apply to matters such as attendance, preparation for



meetings, adherence to policymaking principles, respect of roles, methods of communication as defined in Section B of Amendment A, and ensuring effective continuity of governance capability into the future.

- v. The Board will direct, control, and inspire the organization through the careful establishment of written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term benefits for its constituents, not on the administrative or programmatic means of attaining those benefits. The Board will attend to current and short-term issues only (a) as a temporary expedient; (b) in monitoring the Chair's performance; or (c) as a device to maintain grassroots understanding. No issue will consume Board time that has not first been determined to be a Board issue. Board meetings will be disciplined by this principle.
- vi. Complaints relative to SCSA#3 policy should be reviewed in Board meetings, not addressed by individual Board members. Matters of policy should come before the Board in session or may be communicated to the entire Board. Resolution of complaints will be discussed by the Board before an official response is provided by a board member or staff.
- vii. Individual Board members will direct questions from the media to the SCSA#3 Chair, or designee, for official comment on behalf of SCSA#3. When the Board has authorized a Board Member to act or speak on behalf of the SCSA#3, the Board member will act according to the will of the Council on those matters for which the Board has taken an official position. In the absence of an official position by the Board, Board Members will exercise their best judgment to determine how best to represent or speak on behalf of SCSA#3 or the Board in accordance with the best interests of SCSA#3.
- viii. Continuous Board development will include orientation of new members in the Board's governance process and periodic Board discussion and evaluation of process to assure continued improvement.
- ix. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for the Board's not fulfilling its commitments.
- x. The Board will monitor its process and performance at each meeting through a debriefing process, which may include regular reports from SCSA#3 staff at Board meetings. Self-monitoring may include comparison of actual Board activity to the standards reflected in this Regulation.

5. BOARD MEMBER CONFLICTS OF INTEREST. Board members will annually disclose their involvement with other organizations, businesses or associations which might produce a conflict of interest. Board members are expected to avoid conflicts of



interest involving any matter pending before the Board. A conflict of interest is deemed to exist when a Board member is confronted with an issue in which the Board member has a personal or pecuniary interest or an issue or circumstance that could render the Board member unable to devote complete loyalty and singleness of purpose to the organization. Accordingly:

- a. If a Board member has a personal or private interest in a matter pending before the Board, the Board member will disclose such interest to the Board, will not vote on the matter and will not attempt to influence the decisions of other members of the Board.
- b. The Board will not enter into any contract with any of its Board members or with a firm in which a Board member has a controlling financial interest. Accordingly, a Board member will not:
  - i. Disclose or use confidential information acquired in the course of official duties as a means to further the Board member's personal financial interests or the interests of a member of the Board member's immediate family.
  - ii. Solicit or accept a gift of substantial value or economic benefit for personal use which would tend to improperly influence a reasonable person, or which the Board member knows or should know is primarily for the purpose of a reward for official action.
  - iii. Engage in a substantial financial transaction for private business purposes with any employee of the SCSA#3.
  - iv. Perform an official act that directly confers an economic benefit on a business in which the Board member has a substantial financial interest or is engaged as a counsel, consultant, representative or agent.

6. PROCESS FOR ADDRESSING BOARD MEMBER VIOLATIONS. The Board and each of its Board members are committed to faithful compliance with the provisions of the Board's policies. In the event of a Board member's willful and continuing violation of policy, the Board will seek remedy by the following process:

- a. Conversation in a private setting between the offending Board member and the Board Chair or other individual Board member designated by the Board.
- b. Discussion in an executive, closed session between the offending Board member and the full Board pursuant to Utah Code Ann. § 52-4-204.
- c. Request to the SCSA #3 Board for censure of the offending Board member by 2/3 majority vote of the other members of the Board.



7. BOARD/STAFF RELATIONSHIP. The Board's relationship with SCSA#3 staff and contractors will comply with the following principles and requirements:
- a. *Global Governance-Management Connection and Unity of Control.* Decisions or instructions of individual Board members, officers, or committees are not binding on the SCSA#3 staff and/or contractors except when the Board has specifically authorized such exercise of authority by individuals or committees.
  - b. *Accountability of the SCSA#3 Staff and Contractors.* The SCSA#3 Board manages the operation of the organization. All authority over and accountability of staff and contractors are considered to be the responsibility of the Board.
  - c. *Delegation to the SCSA#3 Staff and Contractors.* The Board will instruct the SCSA#3 staff and contractors through written policies that prescribe the organizational ends (Ends Policies) to be achieved and describe organizational situations and actions to be avoided (Executive Limitations Policies). In addition, the Board along with Staff will create a list of work projects with their respective priorities. The Board will support any reasonable interpretation of those policies and project priorities by the SCSA#3 staff and contractors. Accordingly:
    - i. The Board will develop policies instructing the SCSA#3 staff and contractors to achieve the defined results of the work projects for identified recipients at a specified cost. These policies will be developed systematically from the broadest; most general level to more defined levels and will be called *Ends* policies.
    - ii. The Board will develop policies that limit the latitude the SCSA#3 staff and contractors may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called *Staff and Contractor Limitations* policies.
  - d. *Monitoring the Board's Governance Process and Board/Staff Relationship.* The Board will monitor SCSA#3's Governance Process and Board-Staff Relationship policies to determine the degree to which the Board adheres to and fulfills its own policy commitments and to assure the continued relevancy and currency of the policies. Monitoring will be done as efficiently as possible, using Board time effectively so that meetings can be used to create the future rather than to review the past. Within the financial constraints of the SCSA#3, the Board will conduct periodic reviews to allow it to focus on governance issues and other matters that require in-depth and undivided attention, while authorizing the General Manager to oversee day-to-day operations.
8. EXPENSES AND COMPENSATION. The Board will approve the payment of all expenses of the Service Area at each regular meeting except as authorized by the Purchasing Policy. Members of the Board will be compensated for all out-of-pocket



expenses undertaken by them on behalf of the Service Area. Each member of the Board will be entitled to be paid compensation not exceeding \$5,000.00 per year as a majority of the Board will determine. All expenses of the Service Area will be generally approved in advance, except under emergency circumstances.

9. BUDGET OF THE SERVICE AREA.

- a. The Service Area will conform in all respects to the fiscal procedures act for service areas, as set forth in Utah Code Ann. § 17B-1-101, *et seq.* and Utah Code Ann. § 17B-2a-901, *et seq.*
- b. The budget will be prepared with regard to the separate funds required under State law.
- c. The budget will provide a financial plan for the budget year and will specify estimates of all anticipated revenues and all appropriations for expenditures. The total of the anticipated revenues will equal the total of appropriated expenditures, which may include reserve funds as allowed by law.
- d. On or before the first regularly scheduled meeting of the Board in November, the Board will prepare for the ensuing year a tentative budget for each fund for which a budget is required. The tentative budget will be reviewed, considered, and tentatively adopted by the Board in any regular meeting or special meeting called for that purpose, and may be amended or revised in any manner which is considered advisable prior to public hearings; copies of the tentative budget will be provided to all affected and interested entities as required by law. A copy of the tentative budget will be available for public inspection for a period not less than 30 days prior to the final hearing to adopt the budget.
- e. At the meeting in which the tentative budget is adopted, the Board will establish the time and place of a public hearing to consider the adoption of the final budget as required by state law, and will order that notice of the hearing be published not less than 7 days prior to the hearing in at least one issue of a newspaper of general circulation within the Service Area's boundaries.
- f. At the time and place advertised, or at any time or any place to which the public hearing may be adjourned, the Board will hold a public hearing on the budget tentatively adopted. All interested persons in attendance will be given an opportunity to be heard on the estimates of revenues and expenditures or any item in the tentative budget of any fund.
- g. After the conclusion of the public hearing, the Board may continue to review the tentative budget and may insert any new items, or may increase or decrease items of expenditure that were the proper subject of consideration at the public hearing, except as otherwise provided by State law.



- h. The Board will by Resolution adopt a budget for the ensuing fiscal year for each fund for which a budget is required. A copy of the final budget for each fund will be certified by the Board and filed as provided by law.
- i. Upon final adoption, the budget will be in effect for the budget year, subject to later amendment. A certified copy of the adopted budget will be filed in the Service Area office and will be available to the public during regular business hours.
- j. The Board may, at any time during the budget year, review the individual budgets of the governmental funds for the purpose of determining if the total of any of them should be increased. If the Board decides that the budget total of one or more of these funds should be increased, it will follow the procedures established under State law.

10. VOTING QUORUM OF THE BOARD. All business to be carried out by the Service Area must be approved by a majority vote of a quorum at any meeting.

11. CONSISTENCY WITH STATE LAW. This resolution will be interpreted and construed to be consistent with Summit County ordinances applicable to the Service Area and Utah State law, and to the extent of any inconsistency, any mandatory provisions of Utah State law will govern.

12. LITTLE MANUAL. To the extent applicable and not contrary to state law the Service Area will follow the “Little Manual for Local & Special Service Districts” published by the Office of the State Auditor of Utah.

13. BYLAWS AND GOVERNANCE. This Resolution will supersede and replace any prior bylaws or governance resolutions adopted by the Service Area.

14. PUBLICATION AND EFFECTIVE DATE. This Resolution will be published as provided in Utah Code Ann. § 17B-1-313 and will be effective upon passage.



# **ADDENDUM A**

## **RULES OF ORDER AND PROCEDURE Summit County Service Area #3**

Recognizing that the Summit County Service Area #3 (“**Service Area or SCSA#3**”) Board of Trustees (“**Trustees or Board**”), as a governing body, needs a systematic way of conducting its business, these rules of procedure are to provide for the orderly conduct of Service Area business by the Service Area Board, with the objective of providing for full, open, and comprehensive debate of issues brought before the Service Area Board for action in a forum open to the public, and which encourages citizens’ awareness of Service Area Board activities.

These procedures do not increase or diminish the existing powers or authority of the Chair or Service Area Board Members, as set forth in state law or local resolution ordinance, and will be used in conjunction with Resolution No. 2016-01.

Pursuant to the provisions of Summit County Code § 2-27-1, *et seq.*, and Utah Code Ann. § 17B-1-301(h) – (i) and § 17B-1-310(3)(b), the Board will abide by the following regulations for the conduct of its Board Meetings.

### **A. SERVICE AREA BOARD MEETING AGENDA**

An item may be placed on the agenda by the Chair, or at the request of any Board Member. The Service Area Clerk will be responsible for preparing the agenda and including items requested by the Chair or Board Members.

Agenda items must be submitted to the Service Area Clerk or designee by the close of business, 8:00 am on the Thursday prior to the Monday date of the meeting. Any item that is submitted to the Service Area Clerk after the deadline will be put on the next following meeting agenda. Requestor should also notify the Chair of the added agenda item.

Any agenda item not addressed during the meeting will automatically be placed on the agenda of the next meeting.

To accomplish its stated objectives, the Board will adopt and follow an annual agenda that schedules continuing review, monitoring and refinement of *Ends* policies, linkage meetings with identified ownership and staff groups, monitoring of policies, and activities to improve board performance through education, enriched input and deliberation.

Accordingly:

1. The planning cycle will end each year by November 1<sup>st</sup> in order that administrative decision-making and budgeting can be based on accomplishing the next one-year segment of the Board’s most recent statement of long term ends.



2. The planning cycle will start with the Board's development of its agenda for the next year, and will include:
  - a. Scheduled linkage discussions and consultations with selected groups and persons whose insights and opinions may be helpful to the Board.
  - b. Education discussions on governance matters, including orientation of new Board members in the Board's governance process, and periodic discussions by the Board about means to improve its own process.
  - c. Education related to *Ends* policies (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.).
  - d. Scheduled monitoring of all policies.
3. Throughout the year the Board will attend to consent agenda items as expeditiously as possible. An item may be added or removed from the consent agenda for separate consideration at the request of any Board member.
4. The Board will conclude each meeting with agenda items to:
  - a. Monitor the Board's process and performance, consistent with Sections A and G, and
  - b. Review action to be taken to prepare for the next Board meeting.

**B. CODE OF CONDUCT FOR SERVICE AREA CHAIR, BOARD MEMBERS, AND PUBLIC ATTENDING MEETINGS**

1. The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum. Board members will conduct all business in legal meetings in accordance with procedures prescribed in the rules and regulations and will reach decisions only after full consideration and debate on the issues in question. Once a decision is made, all Board members will abide in good faith by the decision.
2. Board members will represent the interests of the whole organization. This accountability supersedes any conflicting loyalty to other advocacy or interest groups; loyalty based upon membership on other boards or staffs; and conflict based upon the Board members' use of the services provided by the SCSA#3.
3. Board members:
  - a. May not attempt to exercise individual authority over the organization. The Board will not be bound in any way by any statement or action on the part of any individual Board member, except when such statement or action is identified as a directive of the Board.



- b. Will recognize the lack of authority vested in individual Board members except when explicitly authorized by the Board when interacting with SCSA#3 staff and contractors.
  - c. Recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions when interacting with the public, press, or others. This limitation does not restrict any Board member from engaging constituents directly regarding their concerns and needs.
  - d. Board members will not publicly make or express individual negative judgments about SCSA#3 staff performance. Any such judgments of SCSA#3 Chair, Board or staff performance will be made in closed session and only by the Board.
  - e. Board members will maintain confidentiality appropriate to issues of a sensitive nature and information that otherwise may tend to compromise the integrity or legal standing of the Board, especially those matters discussed in closed session.
  - f. Board members will refrain from any self-dealing or any conduct of private business or personal services between any Board member and SCSA#3 except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise “inside” information.
  - g. Board members must not use their positions to obtain for themselves, or for their family members, employment or the award of a contract with the SCSA#3. Should a Board member desire employment or the award of a contract, he or she must first resign.
4. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member will recuse him/herself from the deliberation and abstain from the vote. In order to build and maintain productive and effective relationships, Board members will maintain a system of communication and interaction that builds upon mutual respect and trust. Accordingly, Board members will:
- a. Exercise honesty in all written and interpersonal communication.
  - b. Maintain focus on common goals.
  - c. Communicate in a timely manner to avoid surprises.
  - d. Respect majority decisions of the Board.
  - e. Withhold final judgment on issues until fully informed.
  - f. Seek first to understand rather than to be understood.



- g. Criticize privately, praise publicly.
- h. Use closed sessions appropriately and judiciously.
- i. Maintain appropriate confidentiality.
- j. Openly share personal concerns.
- k. Take the initiative to communicate and ask questions for clarification.
- l. Share information and knowledge.
- m. Give direction as the whole, not as individuals.
- n. Make every reasonable effort to protect the integrity and promote the positive image of the organization and one another.
- o. Deal with outside entities or individuals, with members, staff and each other in a manner reflecting fair play, ethics and straightforward communication.
- p. Remarks should apply to the question under debate.
- q. Will avoid references to personalities, and refrain from questioning motives of other members or staff personnel.
- r. Demonstrate courtesy and will not disrupt proceedings.
- s. Will not use their positions to secure privileges or personal gains and will avoid situations which could cause anyone to believe that they may have brought bias or partiality to a question before the Service Area Board.
- t. Will be dedicated to the principles of representative democracy by recognizing that the chief function of local government is to serve the best interests of the public at large while respecting individual rights.
- u. Will be dedicated to the effective use of the Service Area's available resources.
- v. Will refrain from any activity that would hinder their ability to be objective and impartial.
- w. Service Area business will be discussed in open, well-publicized meetings, except in rare situations in which Executive Sessions are authorized.

5. Board members will not:

- a. Embarrass each other or the Service Area.



- b. Intentionally mislead or misinform each other.
- c. Maintain hidden agendas.
- d. Undermine majority decisions of the Board.
- e. Assume responsibility for resolving operational problems or complaints.

### **C. PARLIAMENTARY RULES (“RULES OF ORDER”)**

The following may be referred to as the Service Area’s Rules of Order and will be the parliamentary rules for conducting the business of the Service Area Board. The Service Area Attorney will serve as the Parliamentarian, and will recommend rulings, upon request by the presiding officer, to all points of order raised during the proceedings. Each Rule is followed by a recommended Procedure and Purpose to explain the Rule and guide the Chair and Trustees in its intended application.

**RULE NO. 1: The meeting is governed by the agenda and the agenda constitutes the Service Area Board's agreed-upon roadmap for the meeting.**

*PROCEDURE:* Each agenda item will be handled by the Chair in the following basic format:

*First*, the Chair should clearly announce the agenda item number and should clearly state what the agenda item subject is.

*Second*, following that agenda format, the Chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the Chair, a Trustee, a staff person, or an invited person charged with providing input on the agenda item.

*Third*, the Chair should ask the Trustees if they have any technical questions of clarification. At this point, the Trustees may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

*Fourth*, the Chair should invite public comments if at a formal public hearing and should open the public hearing for public input. If numerous members of the public indicate a desire to speak to the subject, the Chair may limit the time of public speakers. At the conclusion of the public comments, the Chair should announce that the public hearing is closed. For a regularly scheduled agenda item, the Chair may invite public comment.

*Fifth*, the Chair should invite a motion. The Chair should announce the name of the Trustee who makes the motion.



*Sixth*, the Chair should determine if any member of the Service Area Board wishes to second the motion. The Chair should announce the name of the Trustee who seconds the motion. If there is no second then the Chair should call for another motion.

*Seventh*, if the motion is made and seconded, the Chair should make sure everyone understands the motion. This is done in one of three ways: (1) The Chair can ask the maker of the motion to repeat it. (2) The Chair can repeat the motion. (3) The Chair can ask the Service Area Clerk to repeat the motion.

*Eighth*, the Chair should now invite discussion of the motion by the Service Area Board. If there is no desired discussion, or after the discussion has ended, the Chair should announce that the Service Area Board will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

*Ninth*, the Chair takes a vote. All votes for purposes of the meeting minutes will be by roll call of the Board.

*Tenth*, the Chair should announce the result of the vote and should announce what action (if any) the Service Area Board has taken.

**PURPOSE OF THE RULE.** All meetings must comply with the Utah Open and Public Meetings Act which requires that a notice and an agenda for a public meeting be prepared in advance of the meeting and that no final action be taken on any item that is not on the agenda. In addition the Act requires that the minutes of the meeting contain certain minimum information including the name of any Trustee speaking on an issue, the substance of what the Trustee says, an accurate description of any action taken by the Board and the voting record of each individual Trustee.

**RULE NO 2: Any matter that requires a Service Area Board decision will be brought before the Board by motion.**

**PROCEDURE:** The procedure for any motion will be as follows: First, the Chair should recognize the Trustee. Second, the Trustee makes a motion by preceding the member's desired approach with the words: "I move . . . ." So, a typical motion might be: "I move that we adopt this resolution."

The Chair usually initiates the motion by either (1) Inviting the Trustees to make a motion. "A motion at this time would be in order." (2) Suggesting a motion to the Trustees... "A motion would be in order that we adopt this resolution." (3) Making the motion. As noted, the Chair has every right as a Trustee to make a motion, but should normally do so only if the Chair wishes to make a motion on an



item but is convinced that no other Trustee is willing to step forward to do so at a particular time. (4) Reading a motion suggested by the Service Area Staff.

*PURPOSE OF THE RULE:* The purpose of this rule is to limit items under discussion to those and only those that the Trustees want to discuss; give clarity as to what is being decided; and to make sure everyone, including the person taking the minutes actually knows and can remember what the ultimate outcome of any discussion and debate is.

**RULE NO 3: One question at a time and one speaker at a time.**

*PROCEDURE:* Only one question will be discussed at a time. The question may have several motions.

There will only be one speaker at a time. Anyone who wishes to speak must raise their hand first after the current speaker finishes. The Chair will call upon the person by name. Once a Trustee has been recognized, he has been granted “the floor” and may begin speaking. The speaker may not be interrupted except as allowed by these rules.

If a Trustee wishes to ask a question during their time and retain the floor to speak after the question has been answered they may indicate so before posing the question by saying something similar to “I have additional comments and wish to retain the floor after this question has been answered.”

*PURPOSE OF THE RULE:* The purpose is to focus on only one question and to allow Trustees the ability to express their points of consideration without losing their train of thought and to completely finish without fear of interruption.

**RULE NO 4: The Chair may use General Consent (also known as Unanimous Consent) with all motions except those motions where the votes are used for purposes of the meeting minutes or require a roll call of the Board.**

*PROCEDURE:* When the Chair feels the Board is all in agreement, the Chair asks if there are any objections to the motion to amend, withdraw, or any motions in Rule No. 7. The Chair pauses and if there are no objections states that the motion is approved. If there is any objection then the motion is put to a regular vote. A Trustee may object simply because he or she feels it is important to have a formal vote.

*Example:* The Chair states, “If there is no objection, we will recess for 10 minutes, [pause to see if any Trustee objects]. There being no objection, we will recess for 10 minutes.

If a Trustee objects by stating, “I object” the matter is then put to a vote. The Chair states, “An objection being made, the question is will we recess for 10 minutes? As many as are in favor, say Aye. Those opposed, say No. The Ayes have it and we will recess for 10 minutes.”



*PURPOSE OF THE RULE:* General consent is helpful in expediting general routine business or when the Chair senses the Board is in agreement. General consent allows flexibility of the rules while protecting the right of the majority to decide and the minority to be heard.

**RULE NO 5: There are only three basic forms of motions allowed: Initial Motions, Motions to Amend, and Substitute Motions.**

*PROCEDURE:* The initial motion. The initial motion is the one that puts forward an item for the Service Area Board's consideration. An initial motion might be: "I move that we adopt resolution number 10-1 as presented."

*The motion to amend:* If a Trustee wants to change the initial motion that is before the Service Area Board, they would move to amend it. A motion to amend might be: "I move that we amend the motion to adopt resolution number 10-1 with changes in paragraph 1 as follows...." A motion to amend takes the initial motion which is before the Service Area Board and seeks to change it in some way. The motion to amend must be germane to the initial motion. The motion to amend must not be the same as a negative vote on the initial motion.

*The substitute motion:* If a Trustee wants to completely do away with the initial motion that is before the Service Area Board, and put a new motion before the Service Area Board, they would move a substitute motion. A substitute motion might be: "I that we refer resolution number 10-1 to the planning commission for its recommendation."

*PURPOSE OF THE RULE:* "Motions to amend" and "substitute motions" are often confused. But they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the Chair. So that if a Trustee makes what that Trustee calls a "motion to amend", but the Chair determines that it is really a "substitute motion", then the Chair's designation governs.

**RULE NO 6. There can be up to three motions on the floor at the same time and no more than three. The Chair can reject a fourth motion until the Chair has dealt with the three that are on the floor and has resolved them.**

*PROCEDURE:* When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed first on the last motion that is made. So, for example, assume the first motion is a basic "motion to adopt resolution 10-1." During the discussion of this motion, a Trustee might make a second motion to "amend the main motion to adopt resolution 10-1 with changes in paragraph 1 as follows...." And perhaps, during that discussion, a Trustee makes yet a third motion as a "substitute



motion that we refer the matter to the planning commission." The proper procedure would be as follows:

*First*, the Chair would deal with the third (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion passed, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the Service Area Board of the third motion (the substitute motion). No vote would be taken on the first or second motions. On the other hand, if the substitute motion (the third motion) failed then the Chair would proceed to consideration of the second (now, the last) motion on the floor, the motion to amend.

*Second*, if the substitute motion failed, the Chair would now deal with the second (now, the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment. If the motion to amend passed the Chair would now move to consider the main motion (the first motion) as amended. If the motion to amend failed the Chair would now move to consider the main motion (the first motion) in its original format, not amended.

*Third*, the Chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format, or, if amended, would be in its amended format.

**PURPOSE OF THE RULE:** Too many motions on the same subject can cause confusion as to what the end result is and in the official record. Limiting the number of motions to no more than three at a time, allows for enough debate and parliamentary maneuvering to satisfy those who want to be clever while allowing the slow to still keep up.

**RULE NO 7: The debate can continue as long as Trustees wish to discuss an item, subject to the Chair determining it is time to move on and take action by using General Consent to limit debate or by a proper motion by a Trustee to limit the debate. The following motions are not debatable—a motion to adjourn; a motion to recess; a motion to fix a time to adjourn; a motion to table; and a motion to limit debate.**

**PROCEDURE:** There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the Service Area Board to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the Chair must immediately call for a vote of the Service Area Board without debate on the motion):

*A motion to adjourn:* This motion, if passed, requires the Service Area Board to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.



*A motion to recess:* This motion, if passed, requires the Service Area Board to immediately take a recess. The length should be set in the motion which may be a few minutes or an hour. It requires a simple majority vote.

*A motion to fix the time to adjourn:* This motion, if passed, requires the Service Area Board to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn this meeting at midnight." It requires a simple majority vote.

*A motion to table:* This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on "hold". The motion can contain a specific time in which the item can come back to the Service Area Board: "I move we table this item until our regular meeting in October." Or the motion can contain no specific time for the return of the item, in which case the matter will not be placed back on an agenda for a future Service Area Board meeting except at the order of the Chair or the request of any two Trustees. A motion to table an item requires a simple majority vote.

*A motion to limit debate:* The most common form of this motion is to say: "I move the previous question" or "I move the question" or "I call the question." When a Trustee makes such a motion, the Trustee is really saying: "I've had enough debate. Let's get on with the vote." When such a motion is made, the Chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a simple majority vote of the Service Area Board.

*PURPOSE OF THE RULE:* Debate and discussion are important until they are not. When a matter is fully debated it should be acted upon. This rule allows the Chair by General Consent or the majority of the Board to end the debate, after a reasonable time. It also keeps those in a minority position on an issue from filibustering until they get their way.

**RULE NO 8: An affirmative vote of the majority of the quorum present are required to pass any item before the Board with limited exceptions. The exceptions include a motion to go into close session (executive session) which requires a 2/3 vote of the Trustees present. Four Trustees will constitute a quorum and a majority of the quorum present may act on all business of the Board.**

*PROCEDURE:* If all seven Trustees are present, a vote of 4-3 passes the motion. If four Trustees are present at least three must vote yes for a motion to pass.

*PURPOSE OF THE RULE:* Utah statutes set out both the number of the quorum and the minimum vote required on any issue. This rule is meant to clarify that when the entire Board is present and voting then it is not a tie when one or more Trustees abstain, so long as a majority votes in favor of the motion.



**RULE NO 9:** A motion to reconsider any item requires a majority vote to pass, but there are special rules that apply only to the motion to reconsider. First, is timing. A motion to reconsider must be made at the meeting where the item was first voted upon or at the very next meeting of the Service Area Board if the item is properly on the agenda. In addition, a motion to reconsider cannot be made at a special meeting of the Board unless the number of Trustees present at the special meeting equals or exceeds the number present at the meeting when the action was approved. Second, a motion to reconsider can only be made by a Trustee who voted in the majority on the original motion.

*PROCEDURE:* If such a Trustee has a change of heart, he or she can make the motion to reconsider (any other Trustee may second the motion). If a Trustee who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order.

*PURPOSE OF THE RULE:* The purpose of this rule is finality. If a member of the minority could make a motion to reconsider, then the item could be brought back to the Service Area Board again and again. That would defeat the purpose of finality. If the motion to reconsider passes, then the original matter is back before the Service Area Board, and a new initial motion is then in order. The matter can be discussed and debated as if it were on the floor for the first time.

**RULE NO 10: The Chair and Trustees will adhere to the code of conduct.**

*PROCEDURE:* The Chair, as chair of the meeting, is primarily responsible to see that debate and discussion of an agenda item focuses on the agenda item and the policy in question, not the personalities of the Trustees of the Service Area Board. There are, however, exceptions that are intended to assist the Chair in keeping order to the meeting. A speaker may be interrupted by a Trustee only for the following reasons and in the form set forth below:

*Privilege:* The proper interruption would be: "point of privilege." The Chair would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort or safety of the meeting or when the reputation of the Board or any individual is at stake. For example, the room may be too hot or too cold, a blowing fan might interfere with a person's ability to hear, or the speaker may be misrepresenting an individual's remarks.

*Order:* The proper interruption would be: "point of order." Again, the Chair would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the Chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

*Appeal:* If the Chair makes a ruling that a Trustee disagrees with, that Trustee may appeal the ruling of the Chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the Chair is deemed reversed.



*Call for orders of the day:* This is simply another way of saying, "Let's return to the agenda." If a Trustee believes that the Service Area Board has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the Chair discovers that the agenda has not been followed, the Chair simply reminds the Service Area Board to return to the agenda item properly before them. If the Chair fails to do so, the Chair's determination may be appealed.

*Withdraw a motion:* To withdraw a motion, the maker of the motion on the floor states, "I request that my motion be withdrawn." The motion to withdraw a motion requires a simple majority vote.

*PURPOSE OF THE RULE:* Debate and discussion should be focused, but free and open. In the interest of time, the Chair may, however, limit the time allotted to speakers, including Trustees. A Trustee may continue speaking on a majority vote of the Board. The rules of order are meant to create an atmosphere where Trustees and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the Chair and the Trustees to maintain common courtesy and decorum. Only one person at a time will have the floor and every speaker must be recognized by the Chair before proceeding to speak.

**RULE NO 11: Significant matters should be adopted by a written resolution.**

*PROCEDURE:* When a significant matter comes before the Board, such as the annual budget or a policy of the Service Area, the Board should approve the matter by adopting a written resolution.

*PURPOSE OF RULE:* This will provide for a better record of the reasons for the adoption of the matter.

**D. SITUATIONS NOT COVERED BY THESE RULES OF ORDER**

If a situation arises that is not addressed in these Rules of Order the Chair may apply Robert's Rules of Order which will govern.

**E. THE PUBLIC'S RIGHT TO BE HEARD**

It is the Board's goal that the public, especially residents of the Service Area, resolve their complaints for service or regarding employees' performance at the staff level. However, it is recognized that residents may from time to time believe it is necessary to speak to Service Area Board on matters of concern. Accordingly, the Service Area Board expects any person presenting to the Service Area Board to speak in a civil manner, with due respect for the decorum of the meeting, and with due respect for all persons attending.

1. No member of the public will be heard until recognized by the Chair.



2. Public comments will only be heard during the Public Comment portion of the meeting unless the issue is a Public Hearing or a member of the public is asked to speak on a matter by the Chair.
3. Speakers must state their name and address for the record.
4. Any resident requesting to speak will limit him or herself to matters of fact regarding the issue of concern.
5. Comments should be limited to three (3) minutes unless prior approval by the Chair.
6. If a representative is elected to speak for a group, the Chair may approve an increased time allotment.
7. Personal attacks made publicly toward any person or Service Area employee are not allowed. Speakers are encouraged to bring their complaints regarding employee performance through the supervisory chain of command in accordance with the Service Area's Personnel Policies.
8. Any member of the public interrupting Service Area Board proceedings, approaching the dais without permission, otherwise creating a disturbance, or failing to abide by these rules of procedure in addressing Service Area Board, will be deemed to have disrupted a public meeting and, at the direction of the Chair, will be removed from Board chambers by law enforcement personnel or other agent designated by Service Area Board.