Mayor – Sandy Sanders

City Administrator – Ray Gosack

City Clerk – Sherri Gard

Board of Directors

Ward 1 – Keith D. Lau
Ward 2 – Andre' Good
Ward 3 – Mike Lorenz
Ward 4 – George Catsavis
At Large Position 5 – Pam Weber
At Large Position 6 – Kevin Settle
At Large Position 7 – Philip H. Merry Jr.

AGENDA

Fort Smith Board of Directors
Brainstorming Meeting
May 27, 2014 ~ 6:00 p.m.
Fort Smith Public Transit
6821 Jenny Lind

~ Dinner served at 5:30 p.m. ~

CALL TO ORDER

1. Discuss Board Governance Policy

2. Brainstorm

ADJOURN

RESOLUTION NO. R-171-13

A RESOLUTION ADOPTING GROUND RULES FOR BRAIN STORMING MEETINGS OF THE BOARD OF DIRECTORS

WHEREAS, the Board of Directors will conduct quarterly brain storming meetings; and

WHEREAS, the Board of Directors desires to have ground rules for the conduct of said brain storming meetings;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the City of Fort Smith, Arkansas that:

The ground rules for brain storming meetings of the Board of Directors attached hereto as Exhibit A are hereby adopted.

This Resolution passed this 3rd day of December, 2013.

Sandy Sanders
Mayor

ATTEST:

Sherri Gard
City Clerk

APPROVED AS TO FORM:

No Publication Required

Exhibit A

GROUND RULES FOR BOARD BRAIN STORMING MEETINGS

1. Overall objectives of brain storming meetings are to:

   -- Allow the mayor and board members to engage in free-flowing discussion on matters of importance to the elected officials.

   -- Identify new, creative, innovative, breakthrough ways to view and solve problems, issues and concerns.

2. Discussion should be focused on long-term issues and policy matters; and be forward thinking. The discussion should be about the "what" and "why" questions.

3. Discussion should avoid micro management. The discussion should avoid the "how" questions.

4. Everyone is treated as an equal and has equal opportunity during discussion. A round-robin technique for input may be used. Listen respectfully to each person's input.

5. When input is offered, it should not be questioned initially. Suspend judgment. Research and analysis (e.g., testing the idea) can be provided later.

6. All ideas should be recorded.

7. Discussions should be honest and candid.

8. Keep an open mind; shut down personal bias. Encourage new and creative ideas. Build on other people's ideas. Pursue seemingly conflicting thoughts and ideas.

9. Ask anything. Question things you don't understand. But, questions should clarify ideas, not evaluate, criticize or compliment the ideas.

10. No side conversations.

11. Have an agreed-upon method for reaching consensus, but there is no formal action or voting.

12. Treat these as guidelines, not as hard and fast rules.

1

MEMORANDUM

May 23, 2014

TO: Mayor and Board of Directors

FROM : Ray Gosack, City Administrator

SUBJECT: Board Governance Policy

Continued discussion of a board governance policy is planned for the May 27th brainstorming meeting. This was requested during review of the policy at the March 11th study session. At the conclusion of the discussion in March, the board asked for a condensed version of the policy.

The first version of the policy and the condensed version are attached. The condensed version was shortened by deleting two sections – ceremonial events and use of city equipment, property and technology – and by eliminating the more detailed guidelines included in the first version.

The creation of a board governance policy was identified as a goal at the board of directors retreat last year. A board governance policy provides for transparent, responsive, and accountable representation of the public. It embodies the principles and procedures that help the board and staff function effectively.

Following the upcoming review, the staff will make any changes requested by the board, schedule the policy for a subsequent study session review (if needed), and then prepare the policy for adoption by the board. Please let me know if there's any questions or a need for more information.

Attachments

CITY OF FORT SMITH

BOARD GOVERNANCE POLICY

Adopted by Resolution No. _____

_____, 2014

A Comprehensive Collection of

Governance Principles, Policies, Procedures,

Standards of Conduct, Meeting Rules

and References to Applicable Laws

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INTRODUCTION

The responsibilities of modern government depend upon having procedures which help a community function effectively in the current atmosphere of complex laws, rules and regulations. This governance policy is intended to refine and expand those initial rules of self-government. Creation of the policy was identified by the City Board as a priority during a strategic planning retreat in summer 2013.

The governance policy is a valuable resource for Fort Smith, the City's citizens, the City Board and City administration as all continue to work together for responsive, effective, and efficient local government. The members of the City Board and City administration should be familiar with the contents of this policy and keep it close at hand.

Section 1: USE OF THIS POLICY

1.1 **Purpose**

This governance policy is designed to provide guidance for the Board and City Administration. It is not to be considered restrictions or expansions of Board authority. This policy is not intended to be an amendment or substitute for state laws, city ordinances, case law, or other authority.

1.2 **Use of Policy by Board**

No action taken by a Board member or by the Board which is not in compliance with this policy but which is otherwise lawful, shall invalidate such Board member's or Board action or be deemed a violation of oath of office, misfeasance or malfeasance. No authority other than the Board may enforce this policy. References to other documents or laws included herein do not signify the intent to incorporate such documents in their entirety. Failure of the Board to follow any portion of this governance policy shall be considered a Board decision to waive such requirement. No notice of such waiver need be given.

1.3 **Public Use or Reliance Not Intended**

Because this policy is designed to assist the Board and not to provide substantive rules affecting constituents, it is expressly stated that this policy does not constitute land use regulations, official controls, "appearance of fairness rules", public hearing rules or other substantive rules binding upon or to be used by or relied upon by members of the public. These rules do not amend statutory or other regulatory (such as ordinance) requirements.

Section 2: STATEMENT OF VALUES

It is hereby the policy of the City to establish the values stated in this Section 1 as core values of City governance.

2.1 **City Leaders Listen to the Community**
City leaders listen to the community in a way that fully represents the community's interests and goals.

2.2 **Collaboration is Valued**
Board and staff should make the maximum effort to collaborate in endeavors, seeking consensus as far as possible.

2.3 **City Leaders Lead and Reason Together**
Board members should individually, and collectively, demonstrate the ability to lead and reason together.

2.4 **The City Exemplifies Professionalism in City Management**
City leaders exhibit respect for the professionalism and ethical conduct of the City Administrator and staff; and the City Administrator and staff exhibit the same respect and professionalism for the Mayor and City Board.

2.5 **Sustainability**
Leaders strive to achieve sustainable outcomes in City policies and administration, with sustainable bottom lines for the community, environment, and for City finances and the local economy.

2.6 **Public Trust**
Holding public office is synonymous with public trust. A public officer's relationship with the public is that of a fiduciary. The public expects the utmost of integrity, honesty, and fairness in their dealings with public officials.

Section 3: RESPONSIBILITIES OF MAYOR, VICE MAYOR, AND BOARD MEMBERS

The roles and responsibilities of the Mayor, Vice, Mayor, and Board members are as follows. These are in addition to those enumerated throughout the Fort Smith Municipal Code and Arkansas statutes 14-48-101 et. seq. In the event of a conflict, the state statutes and municipal code shall govern.

3.1 **Mayor**

- Acts as the official head of the city for all ceremonial purposes.
- Selects substitute for City representation when Mayor can't attend.
- Issues proclamations.
- Supervise the preparation of Board meeting agendas by the City Clerk.
- Chairs Board meetings.
- Maintains order, decorum, and the fair and equitable treatment of all speakers at board meetings.
- Keeps discussion and questions focused on the specific agenda item under consideration.
- Recognizes citizens who wish to comment at public meetings.
- Signs documents on behalf of the City.
- Has no vote at board meetings, but may veto actions passed by the board (except personnel items).
- Recognized by the Governor for purposes of military law.

3.2 Vice Mayor

The Vice Mayor is elected by the Board at the first regular Board meeting in January of odd-numbered years following the seating of board members elected in the preceding November General Election. The Vice Mayor serves a 2-year term, and may serve multiple terms without limitation. In the event of a vacancy, the board shall elect a new Vice Mayor to serve the remainder of the unexpired term. The Vice Mayor may be removed by a majority vote of the Board members.

- Performs the duties of Mayor if the Mayor is absent or otherwise unable to perform his/her duties.
- If presiding at a Board meeting, the Vice Mayor retains his/her right to vote on matters before the Board.
- Represents the City at ceremonial functions at the request of the Mayor.

3.3 Board Members' Responsibilities

All members of the Board of Directors have equal votes. No Board member has more power than any other Board member, and all should be treated with equal respect. Board members should:

- Fully participate in City Board meetings and other public forums while demonstrating respect, kindness, consideration, and courtesy to others.
- Prepare in advance of Board meetings and be familiar with topics on the agenda.
- Represent the City at ceremonial functions at the request of the Mayor.

- Be respectful of other people's time. Stay focused and act efficiently during public meetings.
- Serve as a model of leadership and civility to the community.
- Inspire public confidence in Fort Smith government.
- Keep the community informed on municipal affairs.
- Encourage communications between citizens and the Board.
- Ensure the diverse interests of the community are represented.
- Be mindful of limited resources and avoid requests for unnecessary information in recognition of the limitations of staff time and resources.

Section 4: CODE OF ETHICS

4.1 **Neutrality and Impartiality**

Board members should be mindful of the need for neutrality and impartiality, rendering equal service to all and to extend the same treatment each would want to receive himself/herself.

4.2 **Conflict of Interest**

Abstain from deliberations and voting when and only when a conflict of interest exists in accordance with the City's business ethics policy, section II.

4.3 **Public Steward**

Be a prudent steward of public resources and actively consider the impact of decisions on the financial and social stability of the City and its citizens.

4.4 **Merit**

Make decisions based on the merits of the issue with attention to due process and citizen participation.

4.5 **Knowledge**

Be knowledgeable and develop an understanding of local, state and national governmental guidance, directives, regulations and ordinances pertaining to a Board member's office. Make decisions and recommendations based upon research and facts involving staff and stakeholders which considers the goals, impacts and the best interest of the greatest number of those affected.

4.6 **Integrity**

Maintain the utmost standards of personal integrity, truthfulness, honesty and fairness in carrying out public duties; avoid improprieties in roles as public

servants including the appearance of impropriety; never use city position or powers for improper personal gain.

4.7 **Confidential Information**
Maintain and respect the confidentiality of private and confidential information. Avoid personal gain by the misuse of confidential information.

4.8 **Unethical or Illegal Activity**
Not condone any unethical or illegal activity.

Section 5: CODE OF CONDUCT

5.1 **Civility and Decorum**
Practice civility and decorum in discussions and debate. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a free democracy in action. However, participants shouldn't make belligerent, personal, impertinent, slanderous, threatening, abusive or disparaging comments. Shouting or physical actions that could be construed as threatening won't be tolerated.

5.2 **Honor the Role of the Chair**
The chair has a responsibility to keep the comments of Board members and other meeting participants on track during public meetings. Board members should honor efforts by the chair to focus discussion on current agenda items. Disagreement with the chair's actions should be voiced politely and with reason. Persons other than Board members and Administration shall be permitted to address the Board only upon recognition and/or introduction by the chair.

5.3 **Demonstrate Effective Problem-Solving Approaches**
Board members have a public stage to show how individuals with disparate points of view can find common ground and seek a compromise that benefits the community as a whole.

5.4 **Make No Personal Comments About Other Board Members**
It is acceptable to publicly disagree about an issue. But, it is unacceptable to make derogatory comments about other Board members, their opinions and actions.

Section 6: BOARD DECISION-MAKING PROCESS

6.1 **Board Meetings Will Be Efficient and Businesslike**

The information exchange, review, deliberation and vetting of issues during prior study sessions enables Board business meetings to be expeditious for the benefit of those who have business pending before the Board.

6.2 **Board Dialogue Calls for "Sticking to the Point"**

The presiding officer's role, especially at the regular meetings, is to keep the Board business focused and expeditious. Board members, staff, and citizens should discuss only the topic before the Board so as not to become distracted by irrelevant discussion.

6.3 **Maintain a Policy Focus**

The Board's major policy focus will be on the intended long-term impacts outside the operating organization, not on the administrative or programmatic means of attaining those effects. Ends policies should define what is to be accomplished in terms of benefits, recipients, and their relative priorities. The Board should emphasize strategic rather than short-term issues, policy rather than single events, and group rather than individual decisions.

6.4 **Public Interaction is Essential**

At regular and special meetings, the public shall be allowed to comment on agenda items in accordance with rules established by the Board.

6.5 **Staff Reports**

The City Administrator and staff shall provide the Mayor and Board with briefing reports which clearly and concisely state the issue(s), identify options and provide analysis of the advantages, disadvantages, and likely outcomes of each option, and make recommendations.

6.6 **Effective Decision Making Requires Finality**

Roberts Rules of Order and local codes limit the prerogative to reconsider a Board decision; effective decision making results in finality and "moving on". While it's important to deliberate in many voices, the Board must govern with one voice. Those who have requested Board action or are affected by Board action undertake subsequent actions based on the Board's decisions. The Board should not undermine the public's reliance on the Board's decisions.

6.7 **Cultivate a Sense of Group Responsibility**

The Board will use the expertise of individual members to enhance the ability of the Board as a body. However, it is not the intention of the Board to defer the group's judgment to any one individual. Only decisions of the Board acting as a body are binding.

6.8 **Make No Promises on Behalf of the Board**

Board members will frequently be asked to explain a Board action or to give their opinion about an issue as they meet and talk with constituents. It is appropriate to give a brief overview of City policy and to refer to City staff for further information. It is inappropriate to overtly or implicitly promise a Board action, or to promise City staff will do something specific (issue a permit, fix a pothole, adjust a water bill, etc.)

Section 7: LEGAL COUNSEL AND LITIGATION

7.1 **City Attorney is Legal Counsel to the City and Its Officials Collectively**

Appointment of the City Attorney is approved by the Board, and the City Attorney represents the City in legal matters. In that capacity, the City Attorney's relationship to the City government is similar in a number of respects to that of an attorney who represents a corporation. The City Attorney provides legal advice to the Board, City Administrator, and staff to the extent their interests coincide with the City's. The City Attorney should not be requested to provide research, advice, or counsel on matters unrelated to the City's direct legal interests.

7.2 **Mayor and Board Access to City Attorney**

The Mayor and members of the Board are encouraged to make requests for legal advice through the City Administrator. This ensures that questions are clearly worded, any relevant background information is provided to the City Attorney, and that communications back to the Board are consistent. This policy doesn't prohibit the Mayor and Board members from having direct access to the City Attorney.

7.3 **Special Counsel**

Other attorneys may be hired to handle specific cases because of the nature of the case, because of specialized expertise needed (such as bond issuances, for example), because the City Attorney has a conflict of interest or other reason he/she cannot become involved, or due to limited resources of the City Attorney's office.

7.4 **Conduct of Officials with Regard to Litigation Against the City**

Once an individual or organization has filed a legal proceeding against the City or threatened to do so, no Board member shall engage in discussions or other communications with such individual (or the officers or directors of the organization) or their legal counsel about the subject of the lawsuit without first disclosing the intent to do so to the Board.

Section 8: PUBLIC PARTICIPATION

8.1 **Structured Contact**

The Board will engage in structured contact with the citizens of Fort Smith to represent their diversity. The City Administrator and staff will assist the Board with identifying and implementing opportunities for structured contact.

8.2 **At Regular and Special Board Meetings**

Citizens are encouraged to participate at regular and special board meetings. Before the Board deliberates and votes on matters, citizens will have an opportunity to comment on the matters. Board members may ask questions of citizens who participate, but should withhold comments until all citizen input has been received. More specific procedures for public participation are in Section 2-37 of the Fort Smith Municipal Code.

8.3 **Matters Not on Meeting Agenda**

A citizen wishing to comment on a matter which is not on a meeting agenda may do so at the town hall meeting. The town hall meeting immediately follows adjournment of the regular Board meeting held on the first Tuesday of each month. At town hall meetings, each citizen shall have up to five minutes to introduce his/her item. Additional time may be granted by the Board.

Section 9: OPEN, TRANSPARENT GOVERNMENT

9.1 **All Deliberations and Actions Must be at Public Meetings**

All meetings of the City Board must be open and public in accordance with the Arkansas Freedom of Information Act (Arkansas Statute 25-19-101 et. seq.). Deliberations and decisions of the board should be made so that the public has opportunity to view the performance of its elected officials. The Board may convene in executive session as provided by law.

9.2 **Unintended Meetings Should Be Avoided**

Members of the Board should avoid unintended meetings about city business which may occur in-person, by telephone, or interactive e-mail discussion.

9.3 **Public Participation Encouraged**

The Board should encourage and welcome citizens to participate at regular and special meetings, town hall meetings, public hearings, and neighborhood ward meetings. The Board should also encourage citizens to apply for membership on various boards, commissions and committees.

9.4 **Public Records**

The vast majority of records and documents in the city's possession are subject to public inspection and copying in accordance with the Arkansas Freedom of Information Act. Elected officials and City staff who receive FOIA requests should respond to such requests as promptly as possible while ensuring compliance with the law.

9.5 **Public Information Is Enhanced by Audio, Video, and Website Notes**

There is a full audio and video recording on the City website for every regular meeting. A summary of all meetings is also posted on the website. Minutes of regular and special meetings are posted online as quickly as possible after Board approval.

Section 10: FILLING VACANCIES ON THE BOARD OF DIRECTORS BY APPOINTMENT

10.1 **Vacancy**

Once the Board has determined there is a vacant seat on the Board, the Board shall act in accordance with state law (Arkansas Statute 14-48-115) and as expeditiously as possible to fill the vacancy.

10.2 **Appointment by Board**

If the Board shall fill the vacancy, the Board shall publicly solicit applications/statements of interest from qualified citizens. Based on the number of applications received, the Board shall establish a process for screening and interviewing applicants. The Board shall not be obligated to interview all applicants, particularly if there is a large number. Following its screening process

and deliberation, the Board shall select an applicant to fill the unexpired term of the vacant position.

Section 11: EXECUTIVE SESSION DISCUSSIONS

11.1 **Executive Session Discussions to Remain Confidential**

Executive session discussions are held to allow Board members to speak openly and frankly about decisions related to personnel and to the appointment or removal of members of boards, commissions, and committees. The candid discussions help ensure the best-possible decisions are made. Discussions held in executive session are to remain confidential and should never be discussed with anyone except those who were present during the executive session discussion. Any notes taken during executive session discussions should be treated with the same confidentiality. There shall be no audio or video recordings of executive sessions.

Section 12: CENSURE OF BOARD MEMBERS

12.1 **Private or Public Censure**

Board members who intentionally or repeatedly disregard proper conduct may be privately or publicly censured by the Board. This authority should be exercised carefully by the Board only after other attempts to correct the improper conduct have failed or if a single act is egregious enough to warrant a censure. The board may discuss and consider a censure in executive session after properly and publicly announcing the purpose of the executive session. Any action proposed in executive session must be voted on in public.

12.2 **Ethical Violations**

Alleged violation of state or municipal ethics laws or policies may be referred for investigation as provided by law.

Section 13: CEREMONIAL EVENTS

13.1 **Requests**

Requests for a City representative at ceremonial events will be handled by the Mayor's office.

13.2 **Mayor is Official City Representative**

The Mayor will serve as the designated City representative. If the Mayor is unavailable, then the Mayor's office will determine if event organizers would like another representative from the Board. The Mayor will identify a Board member(s) to substitute for him/her, and arrange for attendance by the Board member(s).

Section 14: ENDORSEMENT OF CANDIDATES

14.1 **Board Members May Endorse Candidates**

Board members shall have the right to endorse candidates for all Board seats and for other elected offices.

14.2 **Endorsements During Board Meetings Prohibited**

It is prohibited for anyone to make endorsements of candidates during Board meetings or other official City meetings.

Section 15: USE OF CITY EQUIPMENT, PROPERTY AND TECHNOLOGY

15.1 **Issuance of Equipment**

City Board members and the Mayor may be issued telephones, computers, computer-related equipment, and other pieces of equipment to enable the Board members and Mayor to serve citizens. Board members and the Mayor are responsible for the proper care and safeguarding of items issued to them by the City. At the time of issuance, Board members and the Mayor may be required to sign forms or other documentation evidencing their receipt of the property or equipment.

15.2 **Return of Equipment**

Equipment or property issued by the City shall be returned to the City when the elected official leaves office, when the elected official no longer needs use of the equipment or property, or when the equipment or property is in disrepair or no longer functioning.

15.3 **Personal Use Prohibited**

City property, materials, supplies, tools, or equipment may not be used for personal business. De minimus personal use of communications devices is unavoidable and is allowed.

15.4 **City E-mail System**

Board members who have an e-mail address through the City's e-mail system should use that access only to conduct official business of the City. It is never appropriate to use or display profanity, obscenity, or other harassing or offensive language or images. Users of the City's e-mail system have no expectation of privacy in their use of the system.

Section 16: BOARD MEETING AGENDA PROCESS

16.1 **Placement of Items on Agenda**

Items may be placed on board meeting agendas in accordance with the processes outlined in Section 2-31 of the Fort Smith Municipal Code.

16.2 **During Study Session**

During a study session, two or more directors may place an item on the agenda for a regular Board meeting.

16.3 **At Least 48 Hours Before Meeting**

After a study session but at least 48 hours before the meeting, four directors may place an item on the agenda for the next regular meeting.

16.4 **Within 48 Hours and at Beginning of Meeting**

An item requiring immediate action may be placed on the meeting agenda only with the concurrence of all seven directors.

16.5 **Removal of Agenda Items**

An item placed on a meeting agenda may be removed by four or more directors by giving notice to the City Clerk prior to the date of the meeting.

Section 17: BOARD MEETING PROCEDURES

17.1 **Types of Meetings**

The Board of Directors conducts regular meetings, special meetings, study session meetings, executive sessions, town hall meetings, neighborhood ward meetings, retreats, budget review meetings, and brain storming meetings.

17.2 **Meeting Procedures**

The procedures for conducting meetings are outlined in Chapter 2, Article II of the Fort Smith Municipal Code.

Section 18: TRAINING AND PROFESSIONAL DEVELOPMENT FOR BOARD MEMBERS

18.1 **Importance of Professional Development**

Board members are encouraged to attend training events that are beneficial to the performance of their elective duties. Such events may be found at conferences of the Arkansas Municipal League, the National League of Cities, and other similar organizations. Attendance at such events is subject to funding availability in the Board's budget.

Section 19: TRAVEL AUTHORIZATIONS

19.1 **Need for Travel**

The Mayor and Board members will sometimes find it necessary to travel to conduct city business. Travel paid with public funds shall be for purposes directly related to the conduct of official city business and for which the elected official's presence is necessary.

19.2 **Authorized Expenses**

Expenses for official travel shall be for purposes and uses only as permitted by the City's travel policy which may be found in Section III of the City's Human Resources Policies. Reimbursement amounts shall be in accordance with established allowances for meals, lodging, mileage, etc. Travel expenses for spouses or others accompanying the elected official shall be the sole responsibility of the elected official.

Section 20: RELATIONSHIP BETWEEN BOARD, CITY ADMINISTRATOR, AND STAFF

20.1 **Cooperation**

Effective governance relies on the cooperative efforts of elected officials, who set policy, and City staff, who implement and administer the Board's policies.

Governance of a municipality is a team effort. Cooperation and mutual respect are essential from each individual for the good of the community.

20.2 **Treat All Staff as Professionals**

Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected. Poor behavior towards staff isn't acceptable.

20.3 **Intimidation, Polarization of Staff**

Staff should not be intimidated or manipulated by a Board member's individual comments or actions. Individual Board members shouldn't direct their differences of opinion to staff in a manner which creates dissension or polarization in the organization.

20.4 **Never Publicly Criticize an Employee**

Board members should never express concerns about the performance of a City employee in public, to the employee directly, or to the employee's supervisors/managers. Comments about staff performance should only be made to the City Administrator through private correspondence or conversation.

20.5 **Informal Communications Encouraged**

Individual members of the Board are encouraged to interact informally and casually with City staff for the purpose of gathering information, following up on routine constituent service requests, obtaining progress reports on policies and programs, and providing information to staff. Such informal contacts can serve to promote better understanding of specific City functions and services.

20.6 **Limit Contact to Specific City Staff**

Questions of City staff and requests for additional background information should be directed only to the City Administrator, Deputy City Administrator, City Attorney, Internal Auditor, and department heads. Requests for information which require a substantial work effort should be made to the City Administrator or Deputy City Administrator rather than to the department head. Requests for follow-up, directions, or action to staff should be made only through the City Administrator or Deputy City Administrator. Requests of the Internal Auditor may be made directly to that official without the need to coordinate with the City Administrator. When in doubt about what staff contact is appropriate, Board members should ask the City Administrator or Deputy City Administrator for assistance.

20.7 **Information Sharing**

Information provided in response to a Board member's request about a matter that has been, is, or will be before the Board will be provided to all Board members so that all Board members have equal access to information used in decision making. Information provided to a Board member in response to a routine service request will generally not be provided to all Board members.

20.8 **Staff Complaints**

The Board shouldn't entertain or respond to any complaints from staff. Any discussions of this nature should be referred directly to the City Administrator or Deputy City Administrator. The Board should never speak critically to a member of City staff about other City staff, other Board members, or Board decisions.

20.9 **Avoid Administrative Functions**

Board members shall not attempt to influence City staff on employment decisions, awarding contracts, purchasing decisions, selecting consultants, or issuing City licenses and permits.

20.10 **Solicitation of Political Support from City Employees**

Board members shouldn't solicit any type of political support (financial contributions, display of posters or yard signs, name on list of supporters, etc.) from City employees. City employees may, as private citizens with constitutional rights, support political candidates. All political activities must occur away from City workplaces, without the use of any City resources, and never during an employee's work time.

20.11 **Staff Conduct**

All staff members shall show the City Board, boards, commissions, and committees, the public, and each other respect and courtesy at all times. City staff shall never be publicly critical of decisions made by the Board or of individual Board members. The City Administrator is responsible for the professional and ethical behavior of the City staff. Any violations or concerns with these expectations should be reported to the City Administrator or Deputy City Administrator.

Section 21: ORIENTATION OF NEW BOARD MEMBERS

21.1 **Orientation by City Administrator**

The City Administrator shall provide each newly elected Board member with appropriate orientation services, preferably before the member takes office. Such orientation should include, but not necessarily be limited to, the following:

The Board Governance Policy	Board Meeting Procedures
Agenda Preparation	Freedom of Information Act
Contacts/Making Requests of Staff	Code of Business Conduct

Tours of City Facilities

Section 22: COMMUNICATION WITH BOARDS, COMMISSIONS, AND COMMITTEES

22.1 **Express Only Personal Opinions**

City Board members may attend any board, commission, or committee meeting, which are always open to any member of the public. However, City Board members should be sensitive to the way their participation, especially if it is on behalf of someone else, could be viewed as unfairly affecting the process. Any comments by a City Board member at a board, commission, or committee meeting should be clearly made as individual opinion and not as a representation of the feelings of the entire City Board.

22.2 **Limited Contact**

It is inappropriate for a City Board member to contact a member of a board, commission, or committee to lobby on behalf of an individual, business, or developer. It is acceptable for City Board members to contact members of boards, commissions, or committees in order to seek clarification of a position taken by the board, commission, or committee.

22.3 **Boards, Commissions, and Committees Serve the Community**

The Mayor and City Board appoint citizens to serve on boards, commissions, and committees; and it is the responsibility of these boards, commissions, and committees to follow policy established by the City Board. However, board, commission, and committee members don't report to the Mayor or individual City Board members, nor should the Mayor or City Board members feel they have the power or right to threaten board, commission, and committee members with removal if they disagree about an issue. Appointment and re-appointment to a board, commission, or committee should be based on such criteria as expertise, ability to work with the public and staff, and commitment to

fulfilling official duties. A board, commission, or committee appointment shouldn't be used as a political reward.

22.4 **Be Respectful of Diverse Opinions**

A primary role of boards, commissions, and committees is to represent many points of view in the community and to provide the City Board with advice based on a full spectrum of concerns and perspectives. City Board members may have a friendlier relationship with some individuals serving on boards, commissions, and committees, but must be fair and respectful of all citizens serving on boards, commissions, and committees.

22.5 **Keep Political Support Away From Public Forums**

Board, commission, and committee members may offer political support to a City Board member, but not in a public forum while conducting official duties. Conversely, City Board members may support board, commission, and committee members who are running for office, but not in an official forum in their capacity as a City Board member.

CITY OF FORT SMITH

BOARD GOVERNANCE POLICY

(Condensed Version)

Adopted by Resolution No. _____

_____, 2014

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INTRODUCTION

The responsibilities of modern government depend upon having procedures which help a community function effectively in the current atmosphere of complex laws, rules and regulations. This governance policy is intended to refine and expand those initial rules of self-government. Creation of the policy was identified by the City Board as a priority during a strategic planning retreat in summer 2013.

The governance policy is a valuable resource for Fort Smith, the City's citizens, the City Board and City administration as all continue to work together for responsive, effective, and efficient local government. The members of the City Board and City administration should be familiar with the contents of this policy and keep it close at hand.

Section 1: USE OF THIS POLICY

This governance policy is designed to provide guidance for the Board and City Administration. It is not to be considered as restrictions or expansions of Board authority. This policy is not intended to be an amendment or substitute for state laws, city ordinances, case law, or other authority. Because this policy is designed to assist the Board and not to provide substantive rules affecting constituents, it is expressly stated that this policy does not constitute land use regulations, official controls, "appearance of fairness rules", public hearing rules or other substantive rules binding upon or to be used by or relied upon by members of the public.

Section 2: STATEMENT OF VALUES

It is hereby the policy of the City to establish the values stated in this Section 2 as core values of City governance. City leaders listen to the community in a way that fully represents the community's interests and goals. Board and staff should make the maximum effort to collaborate, seeking consensus as far as possible. Board members should individually, and collectively, demonstrate the ability to lead and reason together. City leaders exhibit respect for the professionalism and ethical conduct of the City Administrator and staff; and the City Administrator and staff exhibit the same respect and professionalism for the Mayor and City Board. Leaders strive to achieve sustainable outcomes in City policies and administration, with sustainable bottom lines for the community, environment, and for City finances and the local economy. Holding public office is synonymous with public trust. A public officer's relationship with the public is that of a fiduciary. The public expects the utmost of integrity, honesty, and fairness in their dealings with public officials.

Section 3: RESPONSIBILITIES OF MAYOR, VICE MAYOR, AND BOARD MEMBERS

The roles and responsibilities of the Mayor, Vice, Mayor, and Board members are as follows. These are in addition to those enumerated throughout the Fort Smith Municipal Code and Arkansas statutes 14-48-101 et. seq. In the event of a conflict, the state statutes and municipal code shall govern.

3.1 Mayor

- Acts as the official head of the city for all ceremonial purposes.
- Selects substitute for City representation when Mayor can't attend.
- Issues proclamations.

- Supervise the preparation of Board meeting agendas by the City Clerk.
- Chairs Board meetings.
- Maintains order, decorum, and the fair and equitable treatment of all speakers at board meetings.
- Keeps discussion and questions focused on the specific agenda item under consideration.
- Recognizes citizens who wish to comment at public meetings.
- Signs documents on behalf of the City.
- Has no vote at board meetings, but may veto actions passed by the board (except personnel items).
- Recognized by the Governor for purposes of military law.

3.2 Vice Mayor

The Vice Mayor is elected by the Board at the first regular Board meeting in January of odd-numbered years following the seating of board members elected in the preceding November General Election. The Vice Mayor serves a 2-year term, and may serve multiple terms without limitation. In the event of a vacancy, the board shall elect a new Vice Mayor to serve the remainder of the unexpired term. The Vice Mayor may be removed by a majority vote of the Board members.

- Performs the duties of Mayor if the Mayor is absent or otherwise unable to perform his/her duties.
- If presiding at a Board meeting, the Vice Mayor retains his/her right to vote on matters before the Board.
- Represents the City at ceremonial functions at the request of the Mayor.

3.3 Board Members' Responsibilities

All members of the Board of Directors have equal votes. No Board member has more power than any other Board member, and all should be treated with equal respect. Board members should:

- Fully participate in City Board meetings and other public forums while demonstrating respect, kindness, consideration, and courtesy to others.
- Prepare in advance of Board meetings and be familiar with topics on the agenda.
- Represent the City at ceremonial functions at the request of the Mayor.
- Be respectful of other people's time. Stay focused and act efficiently during public meetings.
- Serve as a model of leadership and civility to the community.
- Inspire public confidence in Fort Smith government.
- Keep the community informed on municipal affairs.
- Encourage communications between citizens and the Board.
- Ensure the diverse interests of the community are represented.
- Be mindful of limited resources and avoid requests for unnecessary information in recognition of the limitations of staff time and resources.

Section 4: CODE OF ETHICS

Board members should be mindful of the need for neutrality and impartiality, rendering equal service to all and to extend the same treatment each would want to receive himself/herself. They should abstain from deliberations and voting when and only when a conflict of interest exists in accordance with the City's business ethics policy, section II. Board members should make decisions based on the merits of the issue with attention to due process and citizen participation. They should be knowledgeable and develop an understanding of local, state and national governmental guidance, directives, regulations and ordinances pertaining to a Board member's office. Members of the board should maintain the utmost standards of personal integrity, truthfulness, honesty and fairness in carrying out public duties; avoid improprieties in roles as public servants including the appearance of impropriety; and never use city position or powers for improper personal gain. Board members should maintain and respect the confidentiality of private and confidential information. Avoid personal gain by the misuse of confidential information. Members of the board shouldn't condone any unethical or illegal activity.

Section 5: CODE OF CONDUCT

Practice civility and decorum in discussions and debate. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a free democracy in action. However, participants shouldn't make belligerent, personal, derogatory, impertinent, slanderous, threatening, abusive or disparaging comments. Shouting or physical actions that could be construed as threatening won't be tolerated.

Section 6: BOARD DECISION-MAKING PROCESS

6.1 Board Meetings Will Be Efficient and Businesslike

The information exchange, review, deliberation and vetting of issues during prior study sessions enables Board business meetings to be expeditious for the benefit of those who have business pending before the Board. The presiding officer's role, especially at the regular meetings, is to keep the Board business focused and expeditious. Board members, staff, and citizens should discuss only the topic before the Board so as not to become distracted by irrelevant discussion.

6.2 Maintain a Policy Focus

The Board's major policy focus will be on the intended long-term impacts outside the operating organization, not on the administrative or programmatic means of attaining those effects. Ends policies should define what is to be accomplished in terms of benefits, recipients, and their relative priorities. The Board should emphasize strategic rather than short-term issues, policy rather than single events, and group rather than individual decisions. Members should make decisions and recommendations based upon research and facts involving staff and stakeholders which considers the goals, impacts and the best interest of the greatest number of those affected.

6.3 Staff Reports

The City Administrator and staff shall provide the Mayor and Board with briefing reports which clearly and concisely state the issue(s), identify options and provide analysis of the advantages, disadvantages, and likely outcomes of each option, and make recommendations.

6.4 Effective Decision Making Requires Finality

Effective decision making results in finality and "moving on". While it's important to deliberate in many voices, the Board must govern with one voice.

6.5 Make No Promises on Behalf of the Board

Board members shall never overtly or implicitly promise a Board action, or to promise City staff will do something specific (issue a permit, fix a pothole, adjust a water bill, etc.). Only decisions of the Board acting as a body are binding.

Section 7: LEGAL COUNSEL AND LITIGATION

The City Attorney provides legal advice to the Board, City Administrator, and staff to the extent their interests coincide with the City's. The City Attorney should not be requested to provide research, advice, or counsel on matters unrelated to the City's direct legal interests. The Mayor and members of the Board are encouraged to make requests for legal advice through the City Administrator. This policy doesn't prohibit the Mayor and Board members from having direct access to the City Attorney. Once an individual or organization has filed a legal proceeding against the City or threatened to do so, no Board member shall engage in discussions or other communications with such individual (or the officers or directors of the organization) or their legal counsel about the subject of the lawsuit without first disclosing the intent to do so to the Board.

Section 8: PUBLIC PARTICIPATION

Citizens are encouraged to participate at regular and special board meetings. Before the Board deliberates and votes on matters, citizens will have an opportunity to comment on the matters. A citizen wishing to comment on a matter which is not on a meeting agenda may do so at the town hall meeting. More specific procedures for public participation are in Section 2-37 of the Fort Smith Municipal Code.

Section 9: OPEN, TRANSPARENT GOVERNMENT

All meetings of the City Board must be open and public in accordance with the Arkansas Freedom of Information Act (Arkansas Statute 25-19-101 et. seq.). Deliberations and decisions of the board should be made so that the public has opportunity to view the performance of its elected officials. The Board may convene in executive session as provided by law. Members of the Board should avoid unintended meetings about city business which may occur in-person, by telephone, or interactive e-mail discussion.

Section 10: FILLING VACANCIES ON THE BOARD OF DIRECTORS BY APPOINTMENT

Once the Board has determined there is a vacant seat on the Board, the Board shall act in accordance with state law (Arkansas Statute 14-48-115) and as expeditiously as possible to fill the vacancy. If the Board shall fill the vacancy, the Board shall publicly solicit applications/statements of interest from qualified citizens. Based on the number of applications received, the Board shall establish a process for screening and interviewing applicants. The Board shall not be obligated to interview all applicants, particularly if there is a large number.

Section 11: EXECUTIVE SESSION DISCUSSIONS

Discussions held in executive session are to remain confidential and should never be discussed with anyone except those who were present during the executive session discussion. Any notes taken during executive session discussions should be treated with the same confidentiality. There shall be no audio or video recordings of executive sessions.

Section 12: CENSURE OF BOARD MEMBERS

Board members who intentionally or repeatedly disregard proper conduct may be privately or publicly censured by the Board. The board may discuss and consider a censure in executive session after properly and publicly announcing the purpose of the executive session.

Section 13: ENDORSEMENT OF CANDIDATES

Board members shall have the right to endorse candidates for all Board seats and for other elected offices. It is prohibited for anyone to make endorsements of candidates during Board meetings or other official City meetings.

Section 14: BOARD MEETING AGENDA PROCESS

Items may be placed on board meeting agendas in accordance with the processes outlined in Section 2-31 of the Fort Smith Municipal Code. During a study session, two or more directors may place an item on the agenda for a regular Board meeting. After a study session but at least 48 hours before the meeting, four directors may place an item on the agenda for the next regular meeting. An item requiring immediate action may be placed on the meeting agenda only with the concurrence of all seven directors. An item placed on a meeting agenda may be removed by four or more directors by giving notice to the City Clerk prior to the date of the meeting.

Section 15: BOARD MEETING TYPES AND PROCEDURES

The Board of Directors conducts regular meetings, special meetings, study session meetings, executive sessions, town hall meetings, neighborhood ward meetings, retreats, budget review meetings, and brain storming meetings. The procedures for conducting meetings are outlined in Chapter 2, Article II of the Fort Smith Municipal Code.

Section 16: TRAINING AND PROFESSIONAL DEVELOPMENT FOR BOARD MEMBERS

Board members are encouraged to attend training events that are beneficial to the performance of their elective duties. Such events may be found at conferences of the Arkansas Municipal League, the National League of Cities, and other similar organizations. Attendance at such events is subject to funding availability in the Board's budget.

Section 17: TRAVEL AUTHORIZATIONS

17.1 Need for Travel

The Mayor and Board members will sometimes find it necessary to travel to conduct city business. Travel paid with public funds shall be for purposes directly related to the conduct of official city business and for which the elected official's presence is necessary.

17.2 Authorized Expenses

Expenses for official travel shall be for purposes and uses only as permitted by the City's travel policy which may be found in Section III of the City's Human Resources Policies. Reimbursement amounts shall be in accordance with established allowances for meals, lodging, mileage, etc. Travel expenses for spouses or others accompanying the elected official shall be the sole responsibility of the elected official.

Section 18: RELATIONSHIP BETWEEN BOARD, CITY ADMINISTRATOR, AND STAFF

18.1 Cooperation

Cooperation and mutual respect are essential from each individual for the good of the community. Staff should not be intimidated or manipulated by a Board member's individual comments or actions. Individual Board members shouldn't direct their differences of opinion to staff in a manner which creates dissension or polarization in the organization.

18.2 Informal Communications Encouraged

Individual members of the Board are encouraged to interact informally and casually with City staff for the purpose of gathering information, following up on routine constituent service requests, obtaining progress reports on policies and programs, and providing information to staff. Such informal contacts can serve to promote better understanding of specific City functions and services.

18.3 Limit Contact to Specific City Staff

Questions of City staff and requests for additional background information should be directed only to the City Administrator, Deputy City Administrator, City Attorney, Internal Auditor, and department heads. Requests for information which require a substantial work effort should be made to the City Administrator or Deputy City Administrator rather than to the department head. Requests for follow-up, directions, or action to staff should be made only through the City Administrator or Deputy City Administrator. Requests of the Internal Auditor may be made directly to that official without the need to coordinate with the City Administrator. When in doubt about what staff contact is appropriate, Board members should ask the City Administrator or Deputy City Administrator for assistance.

18.4 Avoid Administrative Functions

Board members shall not attempt to influence City staff on employment decisions, awarding contracts, purchasing decisions, selecting consultants, or issuing City licenses and permits.

18.5 Solicitation of Political Support from City Employees

Board members shouldn't solicit any type of political support (financial contributions, display of posters or yard signs, name on list of supporters, etc.) from City employees. City employees may, as private citizens with constitutional rights, support political candidates. All political activities must occur away from City workplaces, without the use of any City resources, and never during an employee's work time.

Section 19: ORIENTATION OF NEW BOARD MEMBERS

The City Administrator shall provide each newly elected Board member with appropriate orientation services, preferably before the member takes office. Such orientation should include, but not necessarily be limited to, the following:

The Board Governance Policy	Board Meeting Procedures
Agenda Preparation	Freedom of Information Act
Contacts/Making Requests of Staff	Code of Business Conduct

Tours of City Facilities

Section 20: COMMUNICATION WITH BOARDS, COMMISSIONS, AND COMMITTEES

Any comments by a City Board member at a board, commission, or committee meeting should be clearly made as individual opinion and not as a representation of the feelings of the entire City Board. It is inappropriate for a City Board member to contact a member of a board, commission, or committee to lobby on behalf of an individual, business, or developer. It is acceptable for City Board members to contact members of boards, commissions, or committees in order to seek clarification of a position taken by the board, commission, or committee.