

MEMORANDUM

TO: Board of Trustees

THROUGH: Chair Callicrate

FROM: Sara Schmitz

SUBJECT: Discuss, potentially revise, and approve revisions to Board Policy 3.1.0

DATE: September 24, 2020

I. RECOMMENDATION

The Board makes a motion to approve the revisions to Policy 3.1.0.

II. BACKGROUND

Policy 3.1.0 was first drafted in July of 2008. Since that time, revisions have been made, however as the Board has been discussing, Policies need to be reviewed and updated on a periodic basis. This policy was last updated in 2018. Below is a brief history of the revisions:

Revision History of Policy 3.1.0

July 2008 – initial version (included in Board packet)

September 2010 – no glaringly apparent changes

January 2014 – meeting place clarification/simplification; item h, Resolutions Not In the Mainstream of the District's Normal Activity removed; .16 removed Authorization for Fund Transfers; District Venue Advisory Teams added to item .17 Advisory Committees

January 2015 – approval of bills was removed from the list of Items of Business (.5); item f changed to require contracts requiring advertising in reference NRS 332 and 338. Removed language regarding deeds, warrants, releases, receipts and documents approved to be signed by; item .14 was changed from Payment of Bills to Reports (payment of bills was removed and replaced by Reports)

March 2015 – public comment added to beginning of agenda; **approval of bills reappears** in the items of business (it was removed in the prior version with item .14); item f **now contains a typo** on the NRS number (should be 332, but it refers to 322); 08 Agenda Preparation revised to require 3 Trustees to request an agenda item (**proposed in update to Policy 3.1.0**); .9 Reconsideration revised to remove the public’s ability to request reconsideration (**proposed in update to Policy 3.1.0**); .10 Public Participation revised to urge Trustees to communicate with the public outside of Board meetings also removed the limitation of one comment per single agenda item (**proposed in update to Policy 3.1.0**); .15 Consent calendar language cleaned up;.16 Advisory Committees (and the reference to DVAT’s) was removed (**proposed in update to Policy 3.1.0**);.18 Conflict Resolution added

September 2015 – revised to change public comment periods to one at the beginning and one at end of the meetings (paragraph .10); **error on Approval of Bills was removed, however the NRS typo remains.**

April 2018 – **Error in .5 Items of Business has Approval of Bills reappear**; typo of NRS number for advertisement of contracts is fixed; Item h added Litigation (**needs revision as it doesn’t address the larger issue**).

III. BID RESULTS

Not Applicable

IV. FINANCIAL IMPACT AND BUDGET

No financial or budgetary impact.

V. ALTERNATIVES

Refine or amend the proposed revisions as deemed necessary by the Board.

VI. COMMENTS

VIII. BUSINESS IMPACT

To clarify how the Board operates.

Report

Check	Vendor	Amount	Date	Status	Cleared Date	Payment Type
774536	Wire Rope Service, Inc.	16,650.00	08/26/2020	Outstanding		Check
774509	Moss Adams LLP	18,000.00	08/26/2020	Outstanding		Check
774502	K. G. Walters Construction Co	399,726.01	08/26/2020	Outstanding		Check
774467	NV Energy	93,565.12	08/20/2020	Outstanding		Check
774460	Hutchison & Steffen LLC	25,435.50	08/20/2020	Outstanding		Check
774453	Erickson, Thorpe & Swainston, LTD	14,447.73	08/20/2020	Outstanding		Check
774430	Tate Snyder Kimsey Architects Ltd DBA TSK	29,713.75	08/13/2020	Outstanding		Check
774424	Rapid Construction, Inc	60,123.60	08/13/2020	Outstanding		Check
774402	High Sierra Patrol, Inc.	16,683.66	08/13/2020	Outstanding		Check
774388	Champion Chevrolet	43,063.25	08/13/2020	Outstanding		Check
774360	Rapid Construction, Inc	70,060.00	08/06/2020	Outstanding		Check
774346	Intermountain Electric .Inc	84,853.00	08/06/2020	Outstanding		Check
774344	Hill Brothers Chemical Company	10,937.38	08/06/2020	Outstanding		Check
774339	Eide Bailly LLP	15,000.00	08/06/2020	Outstanding		Check
774337	Cruz Construction Co., Inc.	64,446.98	08/06/2020	Outstanding		Check
774335	Color Crafters	15,650.00	08/06/2020	Outstanding		Check
3787	HercRentals	10,480.00	08/26/2020	Outstanding		EFT
3773	PQ Corporation	13,741.45	08/20/2020	Outstanding		EFT
3771	L&M Distribution, Inc.	16,425.00	08/20/2020	Outstanding		EFT
3743	Marcus G Faust, PC	10,834.00	08/13/2020	Outstanding		EFT
3718	SILegacy Floor Finishing, LLC	24,200.00	08/06/2020	Outstanding		EFT
3711	PQ Corporation	14,986.45	08/06/2020	Outstanding		EFT
3710	OpenGov, Inc.	25,754.00	08/06/2020	Outstanding		EFT
3702	Doppelmayr USA, Inc.	33,009.84	08/06/2020	Outstanding		EFT
0	AT&T	15,096.27	08/05/2020	Outstanding		Auto Pay
		1,142,882.99				

ORIGINAL VERSION



Conduct Meetings of the Board of Trustees

Policy 3.1.0

POLICY. The Board of Trustees will fix the time and place of the regular meeting of the Board of Trustees of the Incline Village General Improvement District and provide the manner in which special meetings of said District may be called, designating an official mailing address, and establishing the order of business and rules for its proceedings for the Incline Village General Improvement District, Washoe County, State of Nevada.

- 0.1 Regular Meetings.** The regular meetings of the Board of Trustees of the Incline Village General Improvement District shall hereafter be held on a schedule set by the Board of Trustees.
- 0.2 Special Meetings.** Special meetings of the Board of Trustees shall be held upon call of the Chair of the Board or of a majority of the members thereof, by delivering personally or by mail or other notice to each member. Notice of all meetings shall be given in conformity with the provisions of Nevada Revised Statutes 241.020.
- 0.3 Meeting Place.** All meetings of the Board of Trustees shall be held at the regular meeting place within the District, unless they shall adjourn to or fix another place of meeting in a notice to be given thereof, or unless prevented by flood, fire or other disaster. The said regular meeting place, which shall be the principal place of business of the District, is hereby fixed and established at 893 Southwood Boulevard, Incline Village, Nevada, 89451 within the District.
- 0.4 Holidays.** In the event that any day fixed for a regular meeting of the Board shall fall upon a holiday, that meeting shall be canceled unless the meeting is rescheduled by the Board.
- 0.5 Order of Business.** The order of business at the regular meetings of said Board shall be substantially as follows:
 - Roll call
 - Approval of minutes
 - Approval of agenda
 - Approval of bills
 - Reports



Conduct Meetings of the Board of Trustees Policy 3.1.0

- Consent Calendar
- General business
- Public hearings
- General business
- Adjournment
- There will also be a public comments section on the agenda for the regular meetings; the location of "public comments" will be at the discretion of the Board Chair.
- The order of business may be revised by the General Manager upon consultation with the Chair, where necessary to accomplish the efficient conduct of a meeting.

0.6 Rules of Proceedings.

- a. Public Meetings. All meetings of the Board shall be in accordance with Nevada Revised Statutes 241, the Nevada Open Meeting Law.
- b. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business.
- c. Method of Action. The Board of Trustees shall act only by ordinance, resolution, motion or contract, which, to become effective, shall be adopted by the affirmative vote of at least a majority of its members present in public meeting, unless otherwise provided by statutes.
- d. Recording Vote. Except where action shall be taken by the unanimous vote of all trustees present and voting, the ayes and noes shall be taken on all actions had and entered upon the minutes. All Trustees shall have the equal right to vote, make and second motions.
- e. Ordinances. The enacting clause of all ordinances passed by the Board shall be in these words: "Be it ordained by the Board of Trustees of the Incline Village General Improvement



Conduct Meetings of the Board of Trustees Policy 3.1.0

District, as follows:". All ordinances shall be signed by the Chair of the Board of Trustees and attested by the Secretary.

- f. Contracts. Contracts entered into by the District that are subject to the formal bid requirements of the Nevada Revised Statutes must be approved by the Board of Trustees. All contracts, deeds, warrants, releases, receipts and documents approved or awarded by the Board shall be signed in the name of the District by the Chair and countersigned by the Secretary, unless authorization to sign is given to another person by the Board. In the absence of the Chair or Secretary, another member of the Board may sign. Contracts which are not subject to the formal bid requirements of the Nevada Revised Statutes, may be authorized, approved and executed by the General Manager of the District or designee, unless otherwise ordered by the Board of Trustees.

- g. Claims. The General Manager and General Counsel, and their designees, are authorized to negotiate on behalf of IVGID, the settlement of all property damage, personal injury, or liability claims, unless otherwise ordered by the Board of Trustees. Final settlement of such claims may be authorized by the General Manager, provided the amount attributed to IVGID is less than the amount that must be approved by the Board in f. above per occurrence, including all sources of payment (insurance, risk reserve, operating funds, or working capital). For claims that exceed the amount that must be approved by the Board in f. above per occurrence, the General Manager may authorize and accept a tentative settlement. Such tentative settlement shall not be final and binding upon IVGID, unless and until approved by the Board of Trustees.

- h. Resolutions Not In the Mainstream of the District's Normal Activity. From time to time it is advisable for the Board of Trustees to issue resolutions that are not in the mainstream of the District's normal activity. It is sometimes difficult for the General Manager or Chair to know when it is appropriate to do resolutions so the following guidelines shall be applied:



Conduct Meetings of the Board of Trustees Policy 3.1.0

- Resolutions will be brought to the full board as a General Business agenda item requested by any member of the Board of Trustees or General Manager.
 - In order for the resolution to be placed on the agenda, it must be deemed pertinent to the normal area of interest or authority of IVGID or the communities it serves.
- 0.7. Robert's Rules.** In all other regards, such meetings shall be substantially conducted in conformity with Robert's Rules of Order.
- 0.8. Agenda Preparation.** The General Manager, in cooperation with the Board Chair, is responsible for preparing the agenda for each meeting. The General Manager shall schedule for consideration by the Board any matter requested to be placed on the agenda by a Trustee. If a person or party wishes to have a matter considered by the Board, a written request should be submitted to the General Manager, in advance of the meeting, allowing enough time for staff research. The amount of advance time required will be determined by the General Manager, based upon Board policy, administrative procedure, and the facts in each instance. Unless directed otherwise by the Board, the General Manager may delay consideration of an item, based upon the length of an agenda, need for coordination with other agenda items, meeting efficiency, or other considerations. In any conflict between the provisions of this paragraph and that of paragraph 0.9., paragraph 0.9. shall govern.
- 0.9. Reconsideration.** Reversal, or substantial modification, of any item by the Board of Trustees within six months of the meeting date at which the action was taken, will only be considered by the Board under the procedures established in this paragraph. After six months, the provisions of paragraph 0.8 shall be controlling. The General Manager may request reconsideration of any action of the Board, and place reconsideration of the action before the Board, if the General Manager determines that the action compromises the efficiency of operations or otherwise impairs the effective management of IVGID. A Board action may also be scheduled for



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Policy 3.1.0

reconsideration with the concurrence of at least three Trustees, such concurrence expressed in a Board meeting or filed in the form of a request to the Clerk to the Board of Trustees, in writing. Written requests for reconsideration by any other person or party, including members of the general public, will be distributed to the Trustees but shall not be placed on the Board agenda, without the concurrence of at least three Trustees, as provided above. If the original action was taken after a public hearing, a second hearing shall be held in conjunction with any reconsideration. Once placed on the agenda under the procedure established herein, the Board may rescind, modify, reaffirm, or take no action on the item; in the same manner it would take action on any other new or old business.

- 0.10 Public Participation.** Comments shall be solicited from the public on each item scheduled for consideration by the Board. When comments from the public are solicited, the Board or Board chairperson may set a time limit on any presentation by a member of the audience. Unless otherwise permitted by the Chair, no person shall be allowed to speak more than once on any single agenda item.
- 0.11 Officers of the Board.** The officers of the Board shall be elected as provided by Nevada Revised Statutes 318.085 and shall consist of a Chair of the Board, Vice Chair of the Board, Treasurer, and Secretary. The term of office shall be for one (1) year or until a reorganization of the Board is required.
- 0.12 Authorization to Sign Checks.** The General Manager and the officers of the Board are hereby authorized to sign checks drawn on the various bank accounts of the District. It shall be required that at least two (2) signatures are affixed to any check drawn on such accounts. A list of checks, exceeding \$2,500, except payroll, shall be presented to the Board at each meeting for their review and approval, unless otherwise ordered by the Board.
- 0.13 Facsimile Signatures.** The banks with which the District does business are authorized and directed to honor checks drawn on the various bank accounts of the District, when bearing any two



Conduct Meetings of the Board of Trustees Policy 3.1.0

facsimile signatures of the officers of the Board and General Manager of the District, after their manual signatures are filed with the Secretary of State, in conformance with Nevada Revised Statutes 351.030.

- 0.14 Payment of Bills.** For District obligations exceeding \$2,500 in the aggregate at any one time, a summary roll of accounts payable shall be presented to the Board at a public meeting for review and approval, prior to payment of said obligations. During any period when more than three weeks passes between regular meetings of the Board, the General Manager is hereby authorized to approve accounts payable directly, provided that the summary roll is distributed to individual Trustees at least three days in advance of the General Manager's approval. The Board hereby authorizes payment of any and all obligations aggregating less than \$2,500; and pre-payment of larger sums involving contractual obligations, payroll obligations, non-payroll employee obligations and other obligations that would be subject to penalty or loss of discount, if not paid prior to the next regular meeting of the Board, subject to reporting such pre-payments at the next regularly scheduled meeting.
- 0.15 Consent Calendar.** In preparation of agendas for regular meetings, the General Manager may schedule routine matters for consideration on a consent calendar. The consent calendar may not include changes to user rates or taxes, adoption or amendment of ordinances, or any other action which is subject to a public hearing. Each consent item shall be separately listed on the agenda, under the heading of "consent calendar." The General Manager shall provide the Board, in the materials for the meeting, a summary sheet of the calendar, indicating the wording of each motion included therein. When the consent calendar is considered by the Board, the Chair shall ask if the Board would like any item to be removed from the consent calendar. If any Trustee requests that the item be removed from the consent calendar, the Chair shall order that item removed. The Chair shall then accept an overall motion and vote approving all individual motions on the consent calendar, without discussion or amendment to any individual motion, as proposed by



Conduct Meetings of the Board of Trustees

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the General Manager. If the vote is less than unanimous in the affirmative, it shall fail and all items shall be automatically removed from the consent calendar. A unanimous affirmative vote shall be recorded by the Secretary as a favorable motion and approval of each individual motion included on the calendar. All items removed from the consent calendar shall then be considered as separate items by the Board or at such other time during the meeting as the Board may designate.

- 0.16 Authorizations for Funds Transfers.** The officers of the Board and the General Manager of the District are hereby authorized to give instructions orally (including by telephone) and electronically to banks to make funds transfers. "Designated Callers" may be delegated authority from time to time by the officers of the Board or the General Manager to give oral and electronic instructions to make funds transfers. Designated Callers may only authorize funds transfers to District accounts.
- 0.17 Advisory Committees.** The Board of Trustees may from time to time establish citizen committees to advise it on policy matters of the District. All such committees shall serve at the pleasure of the Board, and the Board shall have the authority to remove any member or all members from any and all committees at any time, or to change any of the terms of office thereof. Committees shall be advisory in nature only, and shall have no authority to set policy; expend or obligate funds; hire, fire, supervise, or direct staff; or speak on behalf of the District, the Board, or its officers or employees. All committees shall conduct their business according to Roberts Rules of Order and shall conform to all provisions of the Nevada Open Meeting Law. If any Trustee shall be appointed to serve on a committee, the Trustee shall be the chair of that committee, unless other methods for selecting the chair have been approved by motion of the Board of Trustees. If more than one Trustee is appointed to serve on the committee, then the Board shall determine by motion which Trustee shall serve as chair. If a conflict arises between the provisions of this paragraph and the provisions of any other policy, resolution, rule, guideline or other document pertaining to any advisory committee,



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including but not limited to any such documents adopted prior hereto, the provisions of this paragraph shall prevail.

- 0.18 Legislative Matters.** The General Manager may from time to time propose positions on legislative issues, which positions shall be reviewed and approved by the Board at its regular meeting. In the event a position on a legislative issue must be established prior to the next regular Board meeting, the General Manager is hereby authorized to adopt a position on IVGID's behalf.

CURRENT VERSION



Conduct Meetings of the Board of Trustees Policy 3.1.0

POLICY. The Board of Trustees will fix the time and place of the regular meeting of the Board of Trustees of the Incline Village General Improvement District and provide the manner in which special meetings of said District may be called, designating an official mailing address, and establishing the order of business and rules for its proceedings for the Incline Village General Improvement District, Washoe County, State of Nevada.

- 0.1 Regular Meetings.** The regular meetings of the Board of Trustees of the Incline Village General Improvement District shall hereafter be held at the time and place set by the Board of Trustees.
- 0.2 Special Meetings.** Special meetings of the Board of Trustees shall be held upon call of the Chair of the Board or of at least two of the members thereof. Notice of all meetings shall be given in conformity with the provisions of Nevada Revised Statutes 241.020.
- 0.3 Meeting Place.** All meetings of the Board of Trustees shall be held within the District.
- 0.4 Holidays.** In the event that any day fixed for a regular meeting of the Board shall fall upon a holiday, that meeting shall be rescheduled by the Board.
- 0.5 Item(s) of Business.** The item(s) of business at the regular meetings of said Board may include, but are not limited to:
 - Roll call of Trustees
 - Initial Public Comment
 - Public Hearings (if any)
 - Approval of minutes
 - Approval of agenda
 - Approval of Bills
 - Reports
 - Consent Calendar*
 - General Business*
 - Final Public Comment
 - Adjournment



Conduct Meetings of the Board of Trustees Policy 3.1.0

*UNLESS OTHERWISE APPROVED BY The Board Chair, no matter shall be heard, or acted upon unless all relevant materials have been included in the Board of Trustees Meeting Packet.

0.6 Rules of Proceedings.

- a. Public Meetings. All meetings of the Board shall be in accordance with Nevada Revised Statutes 241, the Nevada Open Meeting Law.
- b. Quorum. A majority of the Board of Trustees present in person or by remote communication shall constitute a quorum for the transaction of business. In no event shall any matter be approved without the affirmative vote of three trustees.
- c. Method of Action. The Board of Trustees shall act only by motion which, to become effective, shall be adopted by the affirmative vote of at least a majority of its members present in public meeting, unless otherwise provided by statutes. In the event of only three members present, the method of action must be unanimous.
- d. Recording Vote. Except where action shall be taken by the unanimous vote of all Trustees present and voting, the yes/ayes and no/nays shall be taken on all actions had and entered upon the minutes. All Trustees shall have the equal right to vote, make and second motions. If the vote for/against any item is not unanimous, the Chair may ask the Clerk to conduct a roll call vote.
- e. Ordinances. The enacting clause of all ordinances passed by the Board shall include the word "ordinance" and be consecutively numbered. All actions to pass or revise an ordinance shall be attested by the Secretary.



Conduct Meetings of the Board of Trustees Policy 3.1.0

- f. Contracts. Contracts entered into by the District that are required to be advertised under Nevada Revised Statutes 332 and/or 338 must be approved by the Board of Trustees. All documents approved or awarded by the Board shall be signed in the name of the District by the Chair and countersigned by the Secretary, unless authorization to sign is given to another person(s) by the Board.

Contracts, other than those covered by Nevada Revised Statutes 332.115 and which are not subject to the advertising thresholds of Nevada Revised Statutes 332 and/or 338, may be authorized, approved and executed by the General Manager of the District or designee, unless otherwise ordered by the Board of Trustees.

Contracts covered by Nevada Revised Statutes 332.115 may be authorized, approved and executed by the General Manager or his designee of the District, if it is for an amount less than the advertising threshold of Nevada Revised Statute 332. Contracts over the threshold of NRS 332.115 must be approved by the Board of Trustees.

- g. Claims. The General Manager and General Counsel, and their designees, are authorized to negotiate on behalf of IVGID, the settlement of all property damage, personal injury, or liability claims, unless otherwise ordered by the Board of Trustees. Final settlement of such claims may be authorized by the General Manager, provided the amount attributed to IVGID is less than the amount that must be approved by the Board for amounts per occurrence, including all sources of payment (insurance, risk reserve, operating funds, or working capital). For claims that exceed the amount, those must be approved by the Board, the General Manager may authorize and accept a tentative settlement, which shall not be final and binding upon IVGID, unless and until approved by the Board of Trustees.
- h. Litigation. The General Manager must obtain Board of Trustees authorization, at a public meeting, to initiate any lawsuit.



Conduct Meetings of the Board of Trustees

Policy 3.1.0

- 0.7. Robert's Rules.** Unless contrary to this rule, such meetings shall be substantially conducted in conformity with Robert's Rules of Order unless those provisions conflict with Chapter 241 of the NRS, in which case, the statutes will prevail.
- 0.8. Agenda Preparation.** The Board Chair, in cooperation with the General Manager, is responsible for preparing the agenda for each meeting. The Chair will place on the Agenda any item requested by a fellow Trustee. The General Manager shall schedule for consideration by the Board any matter requested to be placed on the agenda by any three Trustees. Unless directed otherwise by the Board, the General Manager may delay consideration of any item. In any conflict between the provisions of this paragraph and that of paragraph 0.9., paragraph 0.9. shall govern.
- 0.9. Reconsideration.** Reversal, or substantial modification, of any item by the Board of Trustees within six months of the meeting date at which the action was taken, shall only be considered as follows: the General Manager may request reconsideration of any action of the Board, and place reconsideration of the action before the Board, if the General Manager determines that the action compromises the efficiency of operations or otherwise impairs the effective management of the District. Additionally, a Board action may also be scheduled for reconsideration if at least three Trustees request same. Once placed on the agenda under the procedure established herein, the Board may rescind, modify, reaffirm, or take no action on the item; in the same manner it would take action on any other general item of business.
- 0.10. Public Participation.** Comments shall be solicited from the public during two comment periods, one at the start of the meeting and one prior to adjournment. The time limit shall be three (3) minutes for each person per comment period. No yielding of time shall be allowed.
- 0.11 Officers of the Board.** The officers of the Board shall be elected as provided by Nevada Revised Statutes 318.085 and shall consist of a Chair of the Board, Vice Chair of the Board, Treasurer, and Secretary.



Conduct Meetings of the Board of Trustees Policy 3.1.0

The term of office shall be for one (1) year or until a reorganization of the Board is required.

- 0.12 Authorization to Sign Checks.** The General Manager and the officers of the Board are hereby authorized to sign checks drawn on the various bank accounts of the District. It shall be required that at least two (2) signatures are affixed to any check drawn on such accounts..
- 0.13 Facsimile Signatures.** The banks with which the District does business are authorized and directed to honor checks drawn on the various bank accounts of the District, when bearing any two facsimile signatures of the officers of the Board and General Manager of the District, after their manual signatures are filed with the Secretary of State, in conformance with Nevada Revised Statutes 351.030.
- 0.14 Reports.** The Board Meeting agenda may include items under Reports which are intended to inform the Board and/or the public. These reports are not actionable items rather informational in nature and substance. Should an action be required the matter shall be presented as a General Business Item.
- 0.15 Consent Calendar.** In cooperation with the Chair, the General Manager may schedule matters for consideration on a Consent Calendar. The Consent Calendar may not include changes to user rates or taxes, adoption or amendment of ordinances, or any other action which is subject to a public hearing. Each consent item shall be separately listed on the agenda, under the heading of "Consent Calendar." A memorandum will be included in the packet materials for each Consent Calendar item. The memorandum should include the justification as a consent item in the Background Section.

Any member of the Board may request the removal of a particular item from the consent calendar and that the matter shall be removed and addressed in the general business section of the meeting.



Conduct Meetings of the Board of Trustees Policy 3.1.0

A unanimous affirmative vote shall be recorded as a favorable motion and approval of each individual item included on the Consent Calendar.

0.16 Advisory Committees. SECTION OMITTED

0.17 Legislative Matters. The General Manager may from time to time propose positions on legislative issues, which positions shall be reviewed and approved by the Board at its regular meeting. In the event a position on a legislative issue must be established prior to the next regular Board meeting, the General Manager is hereby authorized to adopt a position on IVGID's behalf.

0.18 Conflict Resolution. In the event that the provisions of Policy 3.1.0 conflict with any other Policy Provisions, this section shall prevail.

REDLINE VERSION



Conduct Meetings of the Board of Trustees Policy 3.1.0

POLICY. The Board of Trustees will ~~establish~~~~fix~~ the time and place of the regular meeting of the Board of Trustees of the Incline Village General Improvement District and provide the manner in which special meetings of said District may be called, designating ~~an official mailing address~~~~the meeting location~~, and establishing the order of business and rules for its proceedings for the Incline Village General Improvement District, Washoe County, State of Nevada.

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Notice and conduct of all meetings shall conform with the provisions in Nevada Revised Statutes (NRS) 241.020 and NRS 281A (Ethics In Government). Meeting minutes and transcripts of meeting with be in compliance with NRS 241.035.

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0.1 ~~0.1~~ **Regular Meetings.** The regular meeting ~~times and s-location~~ shall be set by the Board of Trustees. ~~of the Board of Trustees of the Incline Village General Improvement District shall hereafter be held at the time and place set by the Board of Trustees~~

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0.2 **Special Meetings.** Special meetings of the Board of Trustees shall be held upon call of the Chair of the Board or ~~of~~ at least two of the ~~Trustees~~members thereof. ~~Notice of all meetings shall be given in conformity with the provisions of Nevada Revised Statutes 241.020.~~

0.3 **Meeting Place.** All Board of Trustees meetings ~~of the Board of Trustees~~ shall be held within the District.

0.4 **Holidays.** In the event that any day fixed for a regular meeting of the Board shall fall upon a holiday, that meeting shall be rescheduled by the Board.

0.45 **Item(s) of Business/Agenda Preparation.**

The Board Chair, in cooperation with the General Manager, is responsible for preparing the agenda and supporting materials for each meeting. The Chair, in cooperation with the General Manager, will place on the Agenda any item requested by a fellow Trustee. If a

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Effective ~~April 25, 2018~~ September 30, 2020



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person or party, including the general public, wishes to have a matter considered by the Board, a written request should be submitted to the General Manager, in advance of the meeting, allowing enough time for staff research. The amount of advance time required will be determined by the General Manager, based upon Board Policy, administrative procedure, and the facts in each instance. Unless directed otherwise by the Board, the Chair and the General Manager may delay consideration of an item, based upon the length of an agenda, need for coordination with other agenda items, meeting efficiency, or other considerations.

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No matter shall be heard or acted upon without all relevant materials.

Public comment may be scheduled for individual agenda items in addition to the initial and closing public comment period at the discretion of the Chair. Unless otherwise determined, the time limit shall be three (3) minutes for each person wishing to make a public comment. Unless otherwise permitted by the Chair, no person shall be allowed to speak more than once on any single agenda item.

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The item(s) of business at the regular meetings of said Board may include, but are not limited to:

- Pledge of Allegiance
- Roll call of Trustees
- Initial Public Comment – not to include comments on General Business items with scheduled public comment
- Approval of Agenda
- Public Hearings (if any)
- District Staff Update (if any) – once a month the General Manager is to provide a formal written report outlining the contracts/expenditures s/he approved with proper spending authority (under \$50,000 of budgeted expenditures)
- Review of the long range calendar
- Legal Counsel Update (if any)
- Reports to the Board – Reports are intended to inform the Board and/or the public

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- Audit Committee (if appropriate)
- Treasurers Report (if any)
 - Payment of Bills – For District payments exceeding \$10,000 or any item of capital expenditure, in the aggregate in any one transaction, a summary of payments made shall be presented to the Board at a public meeting for review. The Board hereby authorizes payment of any and all obligations aggregating less than \$10,000 provided they are budgeted and the expenditure is approved according to District signing authority policy.
- Consent Calendar (if any)
 - In cooperation with the Chair, the General Manager may schedule matters for consideration on a Consent Calendar. The Consent Calendar may not include changes to budget, user rates or taxes, adoption or amendment of ordinances, or any other action which is subject to a public hearing. Each consent item shall be separately listed on the agenda, under the heading of "Consent Calendar". A memorandum containing all relevant information will be included in the packet materials for each Consent Calendar item. The memorandum should include the justification as a consent item in the Background Section.
 - Any member of the Board may request the removal of a particular item from the consent calendar and that the matter shall be removed and addressed in the General Business section of the meeting.
 - A unanimous affirmative vote shall be recorded as a favorable motion and approval of each individual item included on the Consent Calendar.
- General Business
- Approval of minutes
- Approval of agenda
- Approval of Bills

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- Reports
 - Reports are intended to inform the Board and/or the public.
- ~~Consent Calendar*~~
- ~~General Business*~~
- Final Public Comment
- Adjournment

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~~*UNLESS OTHERWISE APPROVED BY The Board Chair, no matter shall be heard, or acted upon unless all relevant materials have been included in the Board of Trustees Meeting Packet.~~

0.56 Rules of Proceedings

- a. Public Meetings. All meetings of the Board shall be in accordance with ~~Nevada Revised Statutes~~ NRS 241, the Nevada Open Meeting Law.
- b. Quorum. A majority of the Board of Trustees present in person or by remote communication shall constitute a quorum for the transaction of business. In no event shall any matter be approved without the affirmative vote of three trustees.
- c. Method of Action. The Board of Trustees shall act only by motion which, to become effective, shall be adopted by the affirmative vote of at least a majority of its members, which is three (3) present in public meeting, unless otherwise provided by statutes, including but not limited to NRS 318.280 and NRS 318.350. In the event of only three members present, the method of action must be unanimous.

~~The District and its Board will operate according to NRS 281A, Ethics In Government. Should a conflict of interest be a concern, the Trustee will abide by NRS 281A and potentially abstain from voting. According to NRS 241.0355, an abstentions is not a vote in favor.~~

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- d. Recording Vote. ~~Except where action shall be taken by the unanimous vote of all~~ All Trustees present and voting, ~~shall have their~~ the yes/ayes and no/nays ~~shall be~~ taken on all actions ~~taken~~ had and entered ~~into~~ upon the minutes. All Trustees shall have the equal right to vote, make and second motions. If the vote for/against any item is not unanimous, the Chair may ask the Clerk to conduct a roll call vote.
- e. Ordinances. The enacting clause of all ordinances passed by the Board shall include the word "ordinance" and be consecutively numbered. All actions to pass or revise an ordinance shall be attested by the Secretary.
- f. Contracts. ~~Contracts proposed and/or estimated to exceed \$50,000 entered into by the District that are required to be advertised under Nevada Revised Statutes 332 and/or 338~~ must be approved by the Board of Trustees. ~~The General Manager has the authority to execute contracts, not to exceed \$50,000, so long as the funds were budgeted for the specific purpose.~~ All documents approved or awarded by the Board shall be signed in the name of the District by the Chair and countersigned by the Secretary, unless authorization to sign is given to another person(s) by the Board.

~~Contracts, other than those covered by Nevada Revised Statutes 332.115 and which are not subject to the advertising thresholds of Nevada Revised Statutes 332 and/or 338, may be authorized, approved and executed by the General Manager of the District or designee, unless otherwise ordered by the Board of Trustees.~~

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~~Contracts covered by Nevada Revised Statutes 332.115 may be authorized, approved and executed by the General Manager or his designee of the District, if it is for an amount less than the advertising threshold of Nevada Revised Statute 332. Contracts over the threshold of NRS 332.115 must be approved by the Board of Trustees.~~

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**Conduct Meetings of the Board of Trustees
Policy 3.1.0**

- g. Claims. ~~The Board of Trustees may engage The General Manager and the General Manager and General Counsel, and their designees, are authorized~~ to negotiate on behalf of IVGID, the settlement of all property damage, personal injury, or liability claims, ~~unless otherwise ordered by the Board of Trustees. Final settlement of such claims may be authorized by the General Manager, provided the amount attributed to IVGID is less than the amount that must be approved by the Board for amounts per occurrence, including all sources of payment (insurance, risk reserve, operating funds, or working capital). For claims that exceed the amount, those must be approved by the Board.~~ ~~The General Manager may authorize and~~ accept a tentative settlement, which shall not be final and binding upon IVGID, unless and until approved by the Board of Trustees.
- h. Litigation. The General Manager must obtain Board of Trustees authorization, at a public meeting, to initiate any lawsuit, appeal any decision or judgement, or retain legal counsel to defend a lawsuit.

0.67. Robert's Rules. Unless contrary to this rule, such meetings shall be substantially conducted in conformity with Robert's Rules of Order unless those provisions conflict with Chapter 241 of the NRS, in which case, the statutes will prevail.

~~**0.8. Agenda Preparation.** The Board Chair, in cooperation with the General Manager, is responsible for preparing the agenda for each meeting. The Chair will place on the Agenda any item requested by a fellow Trustee. The General Manager shall schedule for consideration by the Board any matter requested to be placed on the agenda by any three Trustees. Unless directed otherwise by the Board, the General Manager may delay consideration of any item. In any conflict between the provisions of this paragraph and that of paragraph 0.9., paragraph 0.9. shall govern.~~

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0.79. Reconsideration. Reversal, or substantial modification, of any item by the Board of Trustees within six months of the meeting date at which the action was taken, shall only be considered aAs follows:

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Conduct Meetings of the Board of Trustees Policy 3.1.0

- ~~The~~ General Manager may request reconsideration of any action of the Board, and place reconsideration of the action before the Board, if the General Manager determines that the action compromises the efficiency of operations or otherwise impairs the effective management of ~~t~~The District. ~~Additionally, a~~
- ~~A~~ Board action may also be scheduled for reconsideration if at least three Trustees ~~make the~~ request ~~same~~. ~~Once placed on the agenda under the procedure established herein, the Board may rescind, modify, reaffirm, or take no action on the item; in the same manner it would take action on any other general item of business.~~
- Written requests for reconsideration by any other person or party, including members of the general public, will be distributed to the Trustees, but shall not be placed on the Board agenda, without the concurrence of at least three Trustees, as provided above.

If the original action was taken after a Public Hearing, a second Public Hearing shall be held in conjunction with any reconsideration.

Once placed on the agenda under the procedure established herein, the Board may rescind, modify, reaffirm, or take no action on the item; in the same manner it would take action on any other General Business agenda item.

~~**0.10. Public Participation.** Comments shall be solicited from the public during two comment periods, one at the start of the meeting and one prior to adjournment. The time limit shall be three (3) minutes for each person per comment period. No yielding of time shall be allowed.~~

~~**0.814 Officers of the Board.** The officers of the Board shall be elected as provided by Nevada Revised Statutes 318.085 and shall consist of a Chair of the Board, Vice Chair of the Board, Treasurer, and Secretary. The term of office shall be for one (1) year or until a reorganization of the Board is required.~~

As the first item of General Business at the first meeting of the calendar year, the Board of Trustees shall elect a Chair, Vice Chair, Treasurer, and Secretary. Each will begin their term immediately after

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Conduct Meetings of the Board of Trustees Policy 3.1.0

the election and to assume their role for the duration of the first meeting continuing until the next election.

According to NRS 318.085(1), the role of Treasurer and the Secretary may be fulfilled by someone other than a Trustee.

Should a vacancy occur, the Board of Trustees shall follow NRS 318.090(5) to fill the vacancy. The most current roster for the current Board of Trustees is located on the District's website.

~~**0.12 Authorization to Sign Checks.** The General Manager and the officers of the Board are hereby authorized to sign checks drawn on the various bank accounts of the District. It shall be required that at least two (2) signatures are affixed to any check drawn on such accounts.~~

~~**0.13 Facsimile Signatures.** The banks with which the District does business are authorized and directed to honor checks drawn on the various bank accounts of the District, when bearing any two facsimile signatures of the officers of the Board and General Manager of the District, after their manual signatures are filed with the Secretary of State, in conformance with Nevada Revised Statutes 351.030.~~

~~**0.14 Reports.** The Board Meeting agenda may include items under Reports which are intended to inform the Board and/or the public. These reports are not actionable items rather informational in nature and substance. Should an action be required the matter shall be presented as a General Business Item.~~

~~**0.15 Consent Calendar.** In cooperation with the Chair, the General Manager may schedule matters for consideration on a Consent Calendar. The Consent Calendar may not include changes to user rates or taxes, adoption or amendment of ordinances, or any other action which is subject to a public hearing. Each consent item shall be separately listed on the agenda, under the heading of "Consent Calendar." A memorandum will be included in the packet materials for each Consent Calendar item. The memorandum should include the justification as a consent item in the Background Section.~~

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Conduct Meetings of the Board of Trustees Policy 3.1.0

~~Any member of the Board may request the removal of a particular item from the consent calendar and that the matter shall be removed and addressed in the general business section of the meeting.~~

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~~A unanimous affirmative vote shall be recorded as a favorable motion and approval of each individual item included on the Consent Calendar.~~

0.916 Advisory Committees. SECTION OMITTED

~~The Board of Trustees may from time to time establish citizen committees to advise it on policy matters of the District. All such committees shall serve at the pleasure of the Board, and the Board shall have the authority to remove any member or all members from any and all committees at any time, or to change any of the terms of office thereof. Unless otherwise provided for in the document creating such committee and as permitted by applicable law (i.e. the Audit Committee). Committees shall be advisory in nature only, and shall have no authority to set policy; expend or obligate funds; hire, fire, supervise, or direct staff; or speak on behalf of the District, the Board, or its officers or employees. All committees shall conduct their business according to Roberts Rules of Order and shall conform to all provisions of the Nevada Open Meeting Law. If any Trustee is appointed to serve on a committee, the Trustee shall be the chair of that committee, unless other methods for selecting the chair have been approved by the Board of Trustees. If more than one Trustee is appointed to serve on the committee, then the Board shall determine by motion which Trustee shall serve as chair.~~

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~~The General Manager may establish citizen advisory committees or bodies to advise the General Manager on areas of interest. These Citizen Advisory Committees are distinctively different from Board advisory committees as they are created by the General Manager to provide input. As such, they are not subject to the Nevada Open Meeting Law, but a reasonable attempt is to be made to notify members of the public of their meetings.~~

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0.107 Legislative Matters. The General Manager may from time to time propose positions on legislative issues, which positions shall be

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Conduct Meetings of the Board of Trustees Policy 3.1.0

reviewed and approved by the Board at its regular meeting. ~~In the event a position on a legislative issue must be established prior to the next regular Board meeting, the General Manager is hereby authorized to adopt a position on IVGID's behalf.~~

0.118 Conflict Resolution. In the event that the provisions of Policy 3.1.0 conflict with any other Policy Provisions, this ~~policysection~~ shall prevail.

**CHANGES
ACCEPTED
VERSION**



Conduct Meetings of the Board of Trustees

Policy 3.1.0

POLICY. The Board of Trustees will establish the time and place of the regular meeting of the Board of Trustees of the Incline Village General Improvement District and provide the manner in which special meetings of said District may be called, designating the meeting location, and establishing the order of business and rules for its proceedings for the Incline Village General Improvement District, Washoe County, State of Nevada

Notice and conduct of all meetings shall conform with the provisions in Nevada Revised Statutes (NRS) 241.020 and NRS 281A (Ethics In Government). Meeting minutes and transcripts of meeting will be in compliance with NRS 241.035.

- 0.1 Regular Meetings.** The regular meeting times and location shall be set by the Board of Trustees.
- 0.2 Special Meetings.** Special meetings of the Board of Trustees shall be held upon call of the Chair of the Board or at least two of the Trustees.
- 0.3 Meeting Place.** All Board of Trustees meetings shall be held within the District.
- 0.4 Item(s) of Business/Agenda Preparation.** The Board Chair, in cooperation with the General Manager, is responsible for preparing the agenda and supporting materials for each meeting. The Chair, in cooperation with the General Manager, will place on the Agenda any item requested by a fellow Trustee. If a person or party, including the general public, wishes to have a matter considered by the Board, a written request should be submitted to the General Manager, in advance of the meeting, allowing enough time for staff research. The amount of advance time required will be determined by the General Manager, based upon Board Policy, administrative procedure, and the facts in each instance. Unless directed otherwise by the Board, the Chair and the General Manager may delay consideration of an item, based upon the length of an agenda, need for coordination with other agenda items, meeting efficiency, or other considerations.



Conduct Meetings of the Board of Trustees

Policy 3.1.0

No matter shall be heard or acted upon without all relevant materials. Public comment may be scheduled for individual agenda items in addition to the initial and closing public comment period at the discretion of the Chair. Unless otherwise determined, the time limit shall be three (3) minutes for each person wishing to make a public comment. Unless otherwise permitted by the Chair, no person shall be allowed to speak more than once on any single agenda item.

The item(s) of business at the regular meetings of said Board may include, but are not limited to:

- Pledge of Allegiance
- Roll call of Trustees
- Initial Public Comment – not to include comments on General Business items with scheduled public comment
- Approval of Agenda
- Public Hearings (if any)
- District Staff Update (if any) – once a month the General Manager is to provide a formal written report outlining the contracts/expenditures s/he approved with proper spending authority (under \$50,000 of budgeted expenditures)
- Review of the long range calendar
- Legal Counsel Update (if any)
- Reports to the Board – Reports are intended to inform the Board and/or the public
 - Audit Committee (if appropriate)
 - Treasurers Report (if any)
 - Payment of Bills – For District payments exceeding \$10,000 or any item of capital expenditure, in the aggregate in any one transaction, a summary of payments made shall be presented to the Board at a public meeting for review. The Board hereby authorizes payment of any and all obligations aggregating less than \$10,000 provided they are budgeted and the expenditure is approved according to District signing authority policy.
- Consent Calendar (if any)



Conduct Meetings of the Board of Trustees Policy 3.1.0

- In cooperation with the Chair, the General Manager may schedule matters for consideration on a Consent Calendar. The Consent Calendar may not include changes to budget, user rates or taxes, adoption or amendment of ordinances, or any other action which is subject to a public hearing. Each consent item shall be separately listed on the agenda, under the heading of "Consent Calendar". A memorandum containing all relevant information will be included in the packet materials for each Consent Calendar item. The memorandum should include the justification as a consent item in the Background Section.
 - Any member of the Board may request the removal of a particular item from the consent calendar and that the matter shall be removed and addressed in the General Business section of the meeting.
 - A unanimous affirmative vote shall be recorded as a favorable motion and approval of each individual item included on the Consent Calendar.
- General Business
 - Approval of minutes
 - Reports
 - Reports are intended to inform the Board and/or the public.
 - Final Public Comment
 - Adjournment

0.5 Rules of Proceedings.

- a. Public Meetings. All meetings of the Board shall be in accordance with NRS 241, the Nevada Open Meeting Law.
- b. Quorum. A majority of the Board of Trustees present in person or by remote communication shall constitute a quorum for the transaction of business. In no event shall any matter be approved without the affirmative vote of three trustees.
- c. Method of Action. The Board of Trustees shall act only by motion which, to become effective, shall be adopted by the affirmative vote of at least a majority of its members, which is



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three (3), unless otherwise provided by statutes, including but not limited to NRS 318.280 and NRS 318.350. In the event of only three members present, the method of action must be unanimous.

The District and its Board will operate according to NRS 281A, Ethics In Government. Should a conflict of interest be a concern, the Trustee will abide by NRS 281A and potentially abstain from voting. According to NRS 241.0355, an abstention is not a vote in favor.

- d. Recording Vote. All Trustees present and voting, shall have their yes/ayes and no/nays taken on all actions taken and entered into the minutes. All Trustees shall have the equal right to vote, make and second motions. If the vote for/against any item is not unanimous, the Chair may ask the Clerk to conduct a roll call vote.
- e. Ordinances. The enacting clause of all ordinances passed by the Board shall include the word "ordinance" and be consecutively numbered. All actions to pass or revise an ordinance shall be attested by the Secretary.
- f. Contracts. Contracts proposed and/or estimated to exceed \$50,000 must be approved by the Board of Trustees. The General Manager has the authority to execute contracts, not to exceed \$50,000, so long as the funds were budgeted for the specific purpose. All documents approved or awarded by the Board shall be signed in the name of the District by the Chair and countersigned by the Secretary, unless authorization to sign is given to another person(s) by the Board.
- g. Claims. The Board of Trustees may engage the General Manager and General Counsel to negotiate on behalf of IVGID, the settlement of all property damage, personal injury, or liability claims. Final settlement of such claims must be approved by the Board. The General Manager may accept a tentative



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settlement, which shall not be final and binding upon IVGID, unless and until approved by the Board of Trustees.

- h. Litigation. The General Manager must obtain Board of Trustees authorization, at a public meeting, to initiate any lawsuit, appeal any decision or judgement, or retain legal counsel to defend a lawsuit.

0.6 Robert's Rules. Unless contrary to this rule, such meetings shall be substantially conducted in conformity with Robert's Rules of Order unless those provisions conflict with Chapter 241 of the NRS, in which case, the statutes will prevail.

0.7 Reconsideration. Reversal, or substantial modification, of any item by the Board of Trustees within six months of the meeting date at which the action was taken, shall only be considered as follows:

- The General Manager may request reconsideration of any action of the Board, and place reconsideration of the action before the Board, if the General Manager determines that the action compromises the efficiency of operations or otherwise impairs the effective management of the District.
- A Board action may also be scheduled for reconsideration if at least three Trustees make the request.
- Written requests for reconsideration by any other person or party, including members of the general public, will be distributed to the Trustees but shall not be placed on the Board agenda, without the concurrence of at least three Trustees, as provided above.

If the original action was taken after a Public Hearing, a second Public Hearing shall be held in conjunction with any reconsideration.

Once placed on the agenda under the procedure established herein, the Board may rescind, modify, reaffirm, or take no action on the item; in the same manner it would take action on any other General Business agenda item.



Conduct Meetings of the Board of Trustees

Policy 3.1.0

- 0.8 Officers of the Board.** As the first item of General Business at the first meeting of the calendar year, the Board of Trustees shall elect a Chair, Vice Chair, Treasurer, and Secretary. Each will begin their term immediately after the election and to assume their role for the duration of the first meeting continuing until the next election.

According to NRS 318.085(1), the role of Treasurer and the Secretary may be fulfilled by someone other than a Trustee.

Should a vacancy occur, the Board of Trustees shall follow NRS 318.090(5) to fill the vacancy. The most current roster for the current Board of Trustees is located on the District's website.

- 0.9 Advisory Committees.** The Board of Trustees may from time to time establish citizen committees to advise it on policy matters of the District. All such committees shall serve at the pleasure of the Board, and the Board shall have the authority to remove any member or all members from any and all committees at any time, or to change any of the terms of office thereof. Unless otherwise provided for in the document creating such committee and as permitted by applicable law (i.e. the Audit Committee). Committees shall be advisory in nature only, and shall have no authority to set policy; expend or obligate funds; hire, fire, supervise, or direct staff; or speak on behalf of the District, the Board, or its officers or employees. All committees shall conduct their business according to Roberts Rules of Order and shall conform to all provisions of the Nevada Open Meeting Law. If any Trustee is appointed to serve on a committee, the Trustee shall be the chair of that committee, unless other methods for selecting the chair have been approved by the Board of Trustees. If more than one Trustee is appointed to serve on the committee, then the Board shall determine by motion which Trustee shall serve as chair.

The General Manager may establish citizen advisory committees or bodies to advise the General Manager on areas of interest. These Citizen Advisory Committees are distinctively different from Board advisory committees as they are created by the General Manager to provide input. As such, they are not subject to the Nevada Open



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Meeting Law, but a reasonable attempt is to be made to notify members of the public of their meetings.

- 0.10 Legislative Matters.** The General Manager may from time to time propose positions on legislative issues, which positions shall be reviewed and approved by the Board at its regular meeting.
- 0.11 Conflict Resolution.** In the event that the provisions of Policy 3.1.0 conflict with any other Policy Provisions, this policy shall prevail.