



**Board of Trustees
Workshop Agenda
Fraser Town Hall, 153 Fraser Avenue
Wednesday January 22, 2020
6:00 PM- 7:00 PM**

**Members of the Board may have dinner together @ 5:30 p.m.
NOTE: Times are approximate and agenda subject to change**

1. Review Annual Governance Policies Calendar

Documents:

[Town Board Governance Policies.pdf](#)
[Enable Policy Checklist For Board Of Trustees.pdf](#)



Town Board Governance Policies

<p>Direct <i>Define the service, product, or value to be delivered</i></p>	<p>Lead <i>Future focused planning</i></p>
<p>Protect <i>Establish the operational boundaries to be respected by staff and monitored by the Board</i></p>	<p>Manage <i>Now focused policy and procedural guidance to ensure on time, on budget, and on target service delivery</i></p>
<p>Enable <i>Advocacy, resource development, and role discipline</i></p>	<p>Accomplish <i>Ensure the work defined by the direction of the Board of Trustees is accomplished</i></p>

Adopted
 January 18, 2017

Direct Policy

The Town of Fraser provides its residents, property owners, businesses and visitors from around the world with a unique mountain experience and lifestyle while providing 21st century services, security and business opportunities.

This policy statement will be implemented through the following strategic values:

Sustainability: All decisions and services will strive to reflect the Fraser's commitment to social, economic and environmental sustainability.

Quality of Life: Fraser will always maintain a unique mountain town environment and lifestyle.

Affordability: People who work in Fraser and its surrounding attractions will be able to live in Fraser.

Quality of Services: Residents and visitors will enjoy high-quality services from the Town of Fraser.

Visually Beautiful: Fraser will reflect the beauty that surrounds it.

Safety: The safety of our residents and visitors will be a priority of the Town of Fraser.

Economic Development: Fraser will encourage entrepreneurship, establishment and expansion of local business and development of local economic leadership.

Protect Policy

1. The Town Manager shall not cause or allow any practice, activity or decision that is illegal or unethical.

Treatment of Public

- 1.1. With respect to those who are served by the organization, the Town Manager shall not cause or allow conditions, procedures, or decisions that are inconsistent, unsafe, insecure, unclear, provide for inadequate confidentiality or lack procedural clarity for recourse or escalation.

- 1.1.1. The Town Manager shall not elicit information for which there is no clear necessity.

- 1.1.2. The Town Manager shall not use methods of collecting, reviewing, transmitting, or storing client information that fail to provide proper security and confidentiality.

- 1.1.3. The Town Manager shall not maintain facilities that fail to provide a reasonable level of safety, security and privacy.

- 1.1.4. The Town Manager shall not fail to establish clear expectations of services provided by the organization.

Treatment of Staff and Volunteers

- 1.2. With respect to the treatment of paid or volunteer staff, the Town Manager shall not cause or allow conditions that are inconsistent, unsafe, insecure, and unclear, provide for inadequate confidentiality or lack procedural clarity for recourse or escalation.

- 1.2.1. The Town Manager shall not operate without written personnel policies that clarify personnel rules and procedures for staff.

- 1.2.2. The Town Manager shall not inappropriately discriminate against any staff member.

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1.2.3. The Town Manager shall not use methods of collecting, reviewing, transmitting, or storing employee information that fail to provide proper security and confidentiality.

1.2.4. The Town Manager shall not maintain facilities that fail to provide a reasonable level of safety, security and confidentiality.

Financial Planning and Budgeting

1.3. The Town Manager shall not allow financial planning that does not materially support the direction for the organization established by the Board in this policy, risk financial jeopardy, or is not derived from a multiyear plan.

1.3.1. The Town Manager shall not allow financial planning that contains incomplete information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.

1.3.2. The Town Manager shall not allow financial planning that projects the expenditure in any fiscal year of more funds than are conservatively predicted to be received in that period, unless the Town Board approves utilization of unassigned fund balance.

1.3.3. The Town Manager shall not allow the organization to operate outside of the adopted Financial Policies.

Financial Conditions and Activities

1.4. With respect to the actual, ongoing financial conditions and activities, the Town Manager shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from alignment with the direction for the organization established by the Board in this policy.

1.4.1. The Town Manager shall not make a single purchase or commitment for any budgeted item greater than \$40,000 or any non-budgeted item over \$10,000.

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- 1.4.1.1. The Town Manager shall not fail to inform the Board of any emergency expenditures over these limits at the next available board meeting.

Emergency Succession

1.5. In order to protect the organization from sudden loss of staff leadership, the Town Manager may not operate without a reasonable emergency succession plan.

- 1.5.1. The Town Manager shall not fail to include key staff leadership positions in the emergency succession plan.

Protection of Assets

1.6. The Town Manager shall not allow the assets of the organization to be unprotected, inadequately maintained or unnecessarily risked.

- 1.6.1. The Town Manager shall not subject plant and equipment to improper wear or tear or insufficient maintenance.

- 1.6.2. The Town Manager shall not unnecessarily expose the organization, its board or its staff to claims of liability.

- 1.6.3. The Town Manager shall not fail to insure the organization's assets against loss or liability claims.

- 1.6.3.1. The Town Manager shall not fail to insure board members, staff and the organization against claims of liability.

- 1.6.4. The Town Manager shall not fail to establish a document destruction and retention policy.

- 1.6.5. The Town Manager shall not fail to protect organizational information and the technology on which it is stored as an asset of the organization.

- 1.6.6. The Town Manager shall not invest or hold operating capital in any instruments not authorized by the Financial Policies, the State of Colorado, and/or the Federal Government of the United States.

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1.6.7. The Town Manager shall not fail to furnish each employee and volunteer with a work site reasonably free from recognized hazards that may cause death or physical harm.

1.6.7.1. The Town Manager shall not fail to provide the motivating force and the resources necessary to create a work site reasonably free from hazards that may cause death or physical harm.

1.6.7.2. The Town Manager shall not fail to examine work sites for existing conditions and operations or proposed changes to conditions and operations in order to identify hazards that may cause death or harm.

1.6.7.3. When hazards are identified, the Town Manager shall not fail to adjust the work sites so as to eliminate or control the identified hazard.

1.6.7.4. The Town Manager shall not fail to provide appropriate safety and health training to all employees and volunteers.

Compensation and Benefits

1.7. With respect to employment, compensation and benefits to employees, the Town Manager shall not cause or allow decisions that are inconsistent, unequitable or risk fiscal integrity or public image.

1.7.1. The Town Manager shall not change his or her own compensation and benefits.

1.7.2. The Town Manager shall not promise or imply permanent or guaranteed employment.

1.7.3. The Town Manager shall not establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

1.7.4. The Town Manager shall not create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.

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- 1.7.5. The Town Manager shall not establish or change benefits so as to cause unpredictable or inequitable situations.
- 1.7.6. The Town Manager shall not incur unfunded liabilities for the organization.
- 1.7.7. The Town Manager shall not provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.

Escalation Process

- 1.8. The Town Manager shall not fail to provide an escalation process to those who believe that they have witnessed inappropriate treatment of clients, staff or volunteers or management of finances or assets without retaliation.

Communication and Support

- 1.9. The Town Manager shall not permit the Board to be uninformed or unsupported in its work.
 - 1.9.1. The Town Manager shall not neglect to submit monitoring data required by the board in a timely, accurate, and understandable fashion, directly addressing compliance with Board policies being monitored.
 - 1.9.2. The Town Manager shall not let the board be unaware of relevant trends, anticipated media coverage and material operational changes.
 - 1.9.3. The Town Manager shall not fail to advise the board if, in their opinion, the board is not in compliance with its own commitment to enable the organization through advocacy, resource development and role discipline.
 - 1.9.4. The Town Manager shall not fail to marshal for the board as many staff and external points of view and options as needed for fully informed board choices.
 - 1.9.5. The Town Manager shall not fail to provide a mechanism for official board, office, or committee communications.

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- 1.9.6. The Town Manager shall not fail to deal with the board as a whole through communication with the Mayor except when fulfilling individual requests for committees duly charged by the board.
- 1.9.7. The Town Manager shall not fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
- 1.9.8. The Town Manager shall not fail to supply requested content for board and board committee meeting agendas.

Contracts and Grants

- 1.10. The Town Manager may not enter into any grant or contract arrangement that fails to be in alignment with the direction of the board or fails to be in compliance with the operational boundaries established in this policy.
- 1.11. The Town Manager shall not operate without a snow management policy.
- 1.12. The Town Manager shall not fail to consistently enforce town codes.

Enable Policy

2. Under the leadership of the Mayor, the purpose of the board is to direct, protect and enable the organization and act as the primary connection between the organization and its key stakeholders which are defined as residents, business owners, developers and property owners.

2.1. The board will direct the organization by identifying the service, product or value to be delivered by the organization and the population to whom those are delivered.

2.1.1. The service, product or value and population to whom those are delivered will be defined by the board in the context of input gathered from key stakeholders.

2.2. The board will protect the organization by creating operational boundaries to be respected by the staff and monitored by the board.

2.2.1. The operational boundaries will include treatment of both employees and those who are served by the organization, asset protection, financial planning and management, communication and any other area(s) deemed necessary by the board to adequately protect the integrity of the organization.

2.3. The board will enable the organization through advocacy, resource development and role discipline.

2.3.1. The board will advocate for the organization through their personal, professional and civic contacts.

2.3.2. The board will assist in resource development for the organization by extending their advocacy relationships through constant awareness of the alignment between the needs of the organization and the resources and/or talents of those to whom they advocate.

2.3.3. The board will maintain discipline to their role of directing, protecting and enabling the organization and avoiding involvement in the leading, managing and accomplishing role of the Town Manager and staff of the organization.

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- 2.3.3.1. The board will govern with an emphasis on 1)outward vision rather than inward preoccupation; 2)encouragement of diversity in viewpoints; 3)strategic direction more than administrative detail; 4)clear distinction of board and Town Manager roles; 5)collective rather than individual decisions; 6)future rather than past or present; and 7)proactivity rather than reactivity.
 - 2.3.3.2. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.
 - 2.3.3.3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
 - 2.3.3.4. The board will monitor the board's performance and adherence to role discipline.
- 2.4. The board will document its direct, protect and enable roles in a policy structure that includes a section for each role.
- 2.4.1. The direct policy will define the product, service or value to be delivered by the organization and the population to whom it is delivered.
 - 2.4.2. The protect policy will define the operational boundaries to be respected by the staff and monitored by the board.

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2.4.3. The enable policy will document that advocacy and resource development roles of the board and the procedures and behaviors that the board commits to in order to maintain discipline to its role.

2.5. The board will direct, protect and enable the organization through an annual calendar of structured meetings.

2.5.1. The annual calendar will include 1)review of statutes; 2)review of direct, protect and enable policies for currency and clarity; 3)compliance monitoring of direct and protect policies; 4)strategic engagement of key stakeholders and 5)management of the board's own operational issues such as succession planning, education of board members and evaluation and remuneration of the Town Manager.

2.5.1.1. Training and retraining will be used to orient new members as well as to maintain and increase existing member skills and understandings.

2.5.1.2. Compliance with direct and protect policies will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

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Policy	Method	Frequency	Month
1.1 Treatment of the Public	Internal	Annually	February
1.2 Treatment of Staff and Volunteers	Internal	Annually	March
1.3 Financial Planning and Budgeting	Internal	Annually	November
1.4 Financial Condition and Activities	Internal	Monthly	Monthly
	External	Annually	May
1.5 Emergency Succession	Internal	Annually	April
1.6 Protection of Assets	Internal	Annually	September
	External	Annually	September
1.7 Compensation and Benefits	Internal	Annually	October
	External	Biannually	October
1.8 Escalation Process	Internal	Annually	March
1.9 Communication and Support	Internal	Annually	May
1.10 Contracts and Grants	Internal	Annually	June
1.11 Snow Management	Internal	Annually	August
1.12 Town Codes	Internal	Annually	January

2.5.1.2.1. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Town Manager discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with the board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.

2.5.1.2.2. In every case, the standard for compliance shall be any reasonable Town Manager interpretation of the board policy being monitored.

2.5.1.3. Outreach mechanisms will be used as needed to ensure the board's ability to listen to the viewpoints and values of key stakeholders.

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- 2.5.2. The cycle of the annual calendar will be planned in alignment with the organization's fiscal calendar.
- 2.5.3. Meeting agendas will be structured to ensure efficient use of time and the discipline of the board to focus on its role of directing, protecting and enabling the organization.
 - 2.5.3.1. Meeting agendas will be constructed the Town Manager and Mayor
 - 2.5.3.2. Any monitoring item that shows non-compliance with direct, protect or enable policies will result in that item appearing on subsequent agendas until compliance is achieved.
 - 2.5.3.3. Deliberation will be fair, open, and thorough but also timely, orderly, and to the point.
- 2.6. The Mayor will assure the integrity and fulfillment of the board's role and responsibilities.
 - 2.6.1. The job result of the Mayor is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 2.6.2. The Mayor is empowered to lead board meetings with all the commonly accepted power of that position (for example, ruling, recognizing)
 - 2.6.3. The Mayor has no authority to make decisions about policies created by the board.
 - 2.6.4. The Mayor may represent the board to outside parties in communicating and interpreting board-stated positions.
 - 2.6.5. The Mayor may delegate this authority but remains accountable for its use.
- 2.7. Board members will commit to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum.
 - 2.7.1. Board members must represent unconflicted loyalty to the organization. This accountability supersedes any conflicting loyalty such as that to advocacy or

Town of Fraser Governance Policy

interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.

2.7.2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.

2.7.2.1. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled, to assure openness and access to inside information.

2.7.2.2. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.

2.7.2.3. Board members must not use their positions to obtain employment in the organization for themselves, family members, or close associates. Should a member desire employment with the organization, he or she must resign from the board.

2.7.3. Board members may not attempt to exercise individual authority over the organization.

2.7.3.1. Board members' may not individually speak for the board except to repeat explicitly stated board decisions.

2.7.3.2. Board members may not individually direct, correct or evaluate the performance of the Town Manager.

2.7.4. Board members will respect the confidentiality of issues of a sensitive nature.

2.8. Board committees, when used, will be assigned to assist the board in directing, protecting and enabling the organization and never to interfere with Town Manager's work of leading managing and accomplishing the work of the organization.

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- 2.8.1. Board committees are to help the board direct, protect and enable the organization, never to assist or advise the staff.
 - 2.8.2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes.
 - 2.8.3. Board committees cannot exercise authority over staff but may be required to interact with the Town Manager and the staff.
 - 2.8.4. Board committees will be used only when necessary.
 - 2.8.5. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to staff committees formed under the authority of the Town Manager.
- 2.9. The Board's sole official connection to the operating organization, its achievement, and conduct will be through the Town Manager.
- 2.9.1. Only decisions of the board acting as a body are binding on the Town Manager.
 - 2.9.1.1. Decisions or instructions of individual board members, officers, or committees are not binding on the Town Manager except in rare instances when the board has specifically authorized such exercise of authority.
 - 2.9.2. The Town Manager is the board's only official link to organizational achievement.
 - 2.9.2.1. The board will not give instructions to persons who report directly or indirectly to the Town Manager.
 - 2.9.2.2. The board will refrain from evaluating, either formally or informally, any staff other than the Town Manager.
 - 2.9.3. The board will instruct the Town Manager through these written policies that prescribe what the organization is to accomplish (Direct) and operational boundaries to be respected allowing the Town Manager to use any reasonable interpretation of these policies (Protect).

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- 2.9.3.1. As long as the Town Manager uses a reasonable interpretation of the Board's policies, the Town Manager is authorized to establish operational policies, take actions, establish practices, and develop activities.
- 2.9.4. Evaluation of Town Manager job performance will be against organizational accomplishment of the work, compliance with the boundaries defined in board policies and any board defined goals for leadership and management.

**Town of Fraser
Board of Trustees
Annual Calendar**

January

Board Responsibilities
 Review of Annual Calendar
Monitoring Responsibilities
 Protect Policy – Financial Conditions and Activities/Internal
 Protect Policy – Town Codes
Town Manager Updates
Board Committee Updates
Board Advocacy Responsibilities

February

Board Responsibilities
 Review of Signature Authority
 Review of Statutory Charter Documents
 Strategic Engagement with Community Representatives
Monitoring Responsibilities
 Protect Policy – Financial Conditions and Activities/Internal
 Protect Policy - Treatment of the Public
Town Manager Updates
Board Committee Updates
Board Advocacy Responsibilities

March

Board Responsibilities
 Review of Governance Policy – Direct
Monitoring Responsibilities
 Protect Policy – Financial Conditions and Activities/Internal
 Protect Policy – Treatment of Staff and Volunteers
 Protect Policy – Escalation Process
Town Manager Updates
Board Committee Updates
Board Advocacy Responsibilities

April

Board Responsibilities
 Nomination of New Board Officers
Town Manager Responsibilities
 Orientation and Training of New Board Members
Monitoring Responsibilities
 Protect Policy – Financial Conditions and Activities/Internal
 Protect Policy – Emergency Succession
Town Manager Updates Board
Committee Updates Board
Advocacy Responsibilities

**Town of Fraser
Board of Trustees
Annual Calendar**

May

Board Responsibilities

Affirmation/Election of Officers

Monitoring Responsibilities

Protect Policy – Financial Conditions and Activities/Internal

Protect Policy – Financial Conditions and Activities/External

Protect Policy – Communication and Support

Town Manager Updates

Board Committee Updates

Board Advocacy Responsibilities

June

Board Responsibilities

Monitoring Responsibilities

Protect Policy – Financial Conditions and Activities/Internal

Protect Policy – Contracts and Grants

Town Manager Updates

Board Committee Updates

Board Advocacy Responsibilities

July

Board Responsibilities

Review of Progress on Annual Tactical Plan from Town Manager

Monitoring Responsibilities

Protect Policy – Financial Conditions and Activities/Internal

Town Manager Updates

Board Committee Updates

Board Advocacy Responsibilities

August

Board Responsibilities

Monitoring Responsibilities

Protect Policy – Financial Conditions and Activities/Internal

Protect Policy – Snow Management

Town Manager Updates

Board Committee Updates

Board Advocacy Responsibilities

**Town of Fraser
Board of Trustees
Annual Calendar**

September

Board Responsibilities
 Review of Governance Policy – Protect
Monitoring Responsibilities
 Protect Policy – Financial Conditions and Activities/Internal
 Protect Policy – Protection of Assets/Internal
 Protect Policy – Protection of Assets/External
Town Manager Updates
Board Committee Updates
Board Advocacy Responsibilities

October

Board Responsibilities
 Review of Completion of Tactical Plans from Town Manager
 Review of Annual Tactical Plan from Town Manager
Monitoring Responsibilities
 Protect Policy – Financial Conditions and Activities/Internal
 Protect Policy – Compensation and Benefits/Internal
 Protect Policy – Compensation and Benefits/External (Odd Years)
Town Manager Updates
Board Committee Updates
Board Advocacy Responsibilities

November

Board Responsibilities
 Initiate External Review of Financial Conditions and Activities
Monitoring Responsibilities
 Protect Policy – Financial Conditions and Activities/Internal
 Protect Policy – Financial Planning and Budgeting
Town Manager Updates
Board Committee Updates
Board Advocacy Responsibilities

December

Board Responsibilities
 Review of Governance Policy – Enable
Monitoring Responsibilities
 Protect Policy – Financial Conditions and Activities/Internal
 Enable Policy
Town Manager Updates
Board Committee Updates
Board Advocacy Responsibilities

**Board Governance Policy
Enable Policy Review Checklist**

Section	Description of Policy	Action Taken	Compliance		
			Yes	No	N/A
2.3.1	Does the Board advocate for the Town of Fraser through their personal, professional and civic contacts?				
2.3.2	Does the Board assist in resource development for the Town of Fraser by extending their advocacy relationships through constant awareness of the alignment between the need of the Town of Fraser and the resources and/or talents of those to whom they advocate?				
2.3.3	Does the Board maintain discipline to their role of directing, protecting and enabling the Town of Fraser and avoiding involvement in the leading, managing and accomplishing role of the Town Manager and staff of the organization?				
2.3.3.1	Does the Board govern with an emphasis on: 1. outward vision rather than inward preoccupation 2. encouragement of diversity in viewpoints 3. strategic direction more than administrative detail 4. clear distinction of the Board and Town Manager roles 5. collective rather than individual decisions 6. future rather than past or present 7. proactivity rather than reactivity				
2.3.3.2	Does the Board cultivate a sense of group responsibility? 1. Responsible for excellence in governing? 2. Initiator of policy, not a reactor 3. Use expertise of individual members to enhance the ability of the Board rather than individual judgements for the Boards values 4. Allow no officer, individual or committee to hinder or be an excuse for not fulfilling Board commitments				
2.3.3.3	Does the Board enforce upon itself whatever discipline is needed to govern with excellence? <ul style="list-style-type: none"> • <u>Discipline</u> will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. • <u>Continual Board development</u> will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement. 				
2.3.3.4	Does the Board monitor and discuss the Board's performance and adherence to role discipline annually?				
2.5	Does the Board direct, protect and enable the Town of Fraser through an annual work plan of structured meetings to include:				
2.5.1	1. Review of statutes?				
	2. Review of direct, protect and enable policies for currency and clarity?				
	3. Compliance monitoring of direct and protect policies?				
	4. Strategic engagement with key stakeholders?				
	5. Management of Board's own operational issues: <ul style="list-style-type: none"> • Succession planning? • Education of Board members? • Evaluation and remuneration of the Town Manager? 				
2.5.1.1	Has training and retraining been used to orient new members as well as to maintain and increase existing member skills and understandings?				
2.5.1.2	Has compliance with direct and protect policies been monitored at a frequency and by a method chosen by the Board? The Board can				

	monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.				
2.5.1.3	Does the Board have Outreach mechanisms to be used as needed to ensure the Board's ability to listen to the viewpoints and values of key stakeholders?				
2.5.3	Are meeting agendas structured to ensure efficient use of time and the discipline of the Board to focus on its role of directing, protecting and enabling the organization?				
2.6	Has the Mayor strived to assure the integrity and fulfillment of the Board's role and responsibilities?				
2.7	Have Board members committed to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum?				
2.7.1	Do the Board members represent unconflicted loyalty to the organization? The accountability supersedes any conflicting loyalty such as the that to advocacy or interest groups and memberships on other boards or staffs. Also superseding personal interest of any Board member acting as a consumer of the organization's services.				
2.7.2	Have Board members avoided conflict of interest with respect to their fiduciary responsibility?				
2.7.2.1	Has there been any self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled, to assure openness and access to inside information?				
2.7.2.2	When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, has that member absented herself or himself without comment from not only the vote but also from the deliberation?				
2.7.2.3	Have any Board members used their positions to obtain employment in the organization for themselves, family members, or close associates? Should a member desire employment with the organization, he or she must first resign from the Board.				
2.7.3	Have any Board members attempted to exercise individual authority over the organization?				
2.7.3.1	Do Board members individually speak for the Board except to repeat explicitly stated Board decisions?				
2.7.3.2	Do Board members individually direct, correct or evaluate the performance of the Town Manager?				
2.7.4	Do Board members respect the confidentiality of issues of a sensitive nature?				
2.8	Are Board committees, when used, assigned to assist the Board in directing, protecting and enabling the organization and never to interfere with Town Manager's work of leading, managing and accomplishing the work of the organization?				
2.9.1	Are only decisions of the Board acting as a body binding on the Town Manager?				
2.9.2.1	Has the Board refrained from giving instructions to persons who report directly or indirectly to the Town Manager?				
2.9.2.2	Has the Board refrained from evaluating, either formally or informally, any staff other than the Town Manager?				
2.9.3	Has the Board instructed the Town Manager through written policies that prescribe what the organization is to accomplish (Direct) and operational boundaries to be respected allowing the Town Manager to use any reasonable interpretation of these policies (Protect)?				
2.9.4	Has evaluation of the Town Manager job performance been against organizational accomplishment of the work, compliance with the boundaries defined in Board policies and any Board defined goals for leadership and management?				

Draft: 2/1/16