AGENDA

Board of Commissioners Meeting
103355 Overseas Highway
Key Largo, FL 33037

A. CALL TO ORDER

B. PLEDGE OF ALLEGIANCE

C. ROLL CALL

BOARD MEMBERS:
David Asdourian Chairman
Andrew Tobin Vice Chairman
Robert Majeska Commissioner
Norman Higgins Commissioner
Stephen Gibbs Commissioner

DISTRICT STAFF:
Paul Christian General Manager
Ray Giglio General Counsel
Katherine Jackson District Clerk

MISSION STATEMENT:
“The Mission of the Key Largo Wastewater Treatment District is to preserve and protect the delicate ecosystem of the Florida Keys while providing exceptional customer service.”
D. AGENDA ADDITIONS, CORRECTIONS OR DELETIONS

1. Approval of Agenda

E. PUBLIC COMMENT

F. BOARD PRACTICES AND POLICIES WORKSHOP

1. Commissioners’ Duties and Responsibilities

G. ROUNDTABLE DISCUSSION

H. ADJOURNMENT

PLEASE TAKE NOTICE AND BE ADVISED, that if any interested person desires to appeal any decision of the KLWTD Board, with respect to any matter considered at this meeting, such interested person will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. Persons with disabilities requiring accommodations in order to participate in the meeting should contact the District Clerk at 305 451-4019 at least 48 hours in advance to request accommodations.
Meeting Date: July 12, 2016

Agenda Item Type: Workshop

Agenda Item Scope: Review / Discussion

Recommended Action: Discussion

Department: Commissioner's Item
Sponsor: Ray Giglio

Subject: Commissioners' Duties and Responsibilities

Summary of Discussion:
Board to discuss commissioners' duties and responsibilities.

Reviewed / Approved

Operations: ________
Administration: ________
Finance: ________
District Counsel: ________
District Clerk: ________
Engineering: ________

Financial Impact

Operations: $

District Clerk: N/A

Funding Source: Budgeted: N/A

Attachments
1. Commissioners' Duties and Responsibilities - Submitted by Ray Giglio
2. Board Practices and Policies - Submitted by Commissioner Gibbs

Approved By: ________________________________

Date: 7/18/2016
Discussion Items for 7-12-2016 BOC Meeting

COMMISSIONERS’ DUTIES AND RESPONSIBILITIES:

Overall Responsibility:
The Board of Commissioners shall have the overall responsibility and authority for the operation of the District, and for ensuring that its purposes, as set forth in the Charter, are properly carried out.

The Board shall employ a General Manager and General Counsel who are directly responsible to the Board. The General Manager has responsibility for and authority over all departmental personnel, property, and activities of the District.

The Board shall have the authority to contract, as outside consultants, an Engineer and a Financial Consultant, who shall be available to the Board and Staff for direct consultation on District Matters.

Duty of Loyalty:
Board members have an obligation to act only on what is believed to be in the best interest of the District and the ratepayers.

Board members shall abide by decisions made by the Board.

No Commissioner can be hired as a paid employee of the district until one (1) year from the date of the last day of their term of office.

Performance of Duties:
Board members shall discharge their duties with the care a prudent person, in a similar position, would exercise in similar circumstances.

Board members shall oversee District funds wisely, with prudence and in accordance with the purposes of the District.

Daily Operations:
No commissioner shall interfere with the daily operation of the District except to inform the General Manager of items of concern or to ask members of Senior Staff questions.

Staffing Recommendations:
No commissioner shall direct or recommend to any member of staff that any particular person be hired by the District for any position other than General Manager or General Counsel.

Administration:
Orders to and direction of personnel will only be issued on the authority of the General Manager, who is solely responsible to the Board for his actions and decisions.

Requests by Board members for administrative services and information shall be made through the General Manager or his designee.
**Representation of Agency:**
Commissioners shall not represent their private positions as positions of the entire Board, and may not make binding agreements with any individual or organization unless authorized by the Board to do so.

**Meeting Attendance:**
Commissioners shall attend all regular meetings of the Board, unless they have an acceptable reason for missing the meeting.

Acceptable reasons for missing a meeting include, but are not limited to: personal injury or illness; illness of a member of the Commissioner’s household which requires the personal care and attention of the Commissioner, death of a member of the Commissioner’s household or immediate family; religious holiday; out-of-town travel as defined as more than 50 miles away from the location of the meeting; business commitments that preclude the Commissioner from attending the meeting.

Remote attendance—e.g., by telephonic means such as teleconferencing or other electronic, real-time interaction (such as Skype)—shall be permitted and the Commissioner shall be counted as “present” provided that:
- The Commissioner notifies the Board in advance of his or her intention to attend a meeting remotely; and,
- A quorum is physically present at the meeting. Remote attendance by electronic means shall not count toward the requisite number of members who must be physically present at a meeting in order to constitute a quorum; and
- No Commissioner may remotely attend more than two consecutive meetings or more than four meetings in any calendar year; and
- No more than one commissioner may remotely attend any given meeting. In cases where two commissioners have notified the Board of their intention to remotely attend the same meeting, neither commissioner shall be allowed to attend.

The attendance requirement contained in Section 7 of the District Charter shall be considered satisfied if a commissioner has met at least 2 of the following conditions for any given meeting:
- The Commissioner was present for the beginning roll call.
- The Commissioner was present for the end of the meeting.
- The commissioner attended at least 15 minutes of the meeting.
- The commissioner participated in at least one action item.

Any commissioner who misses a Board Meeting because he or she is traveling on behalf of the District or is representing the District with prior authorization of the Board, a shall have meet the attendance requirement contained in Section 7 of the District Charter. However, such attendance shall not count toward the requisite number of members who must be physically present at a meeting in order to constitute a quorum.

Any commissioner who has met the requirement of attendance for a meeting, shall be compensated in accordance with Section 7 of the District’s Charter for that meeting.

**Conflict of Interest:**
Board members must disclose any conflicts of interest in accordance with the provisions of the District’s Charter and State of Florida Ethics laws.
Board members must abstain from voting on any contract, action or decision that may be presented to the Board from a member of the Commissioner’s immediately family or business associate where the commissioner may benefit financially from the outcome of the contract, action or decision. No board member shall personally benefit from any action or decision made by the Board of Commissioners.

Any opportunity, benefit, or advantage resulting from Board action shall accrue only to the District and not to any individual Commissioner.

Violations:
Any Commissioner violating any of these rules of conduct shall be subject to sanctions by the Board.
I - AGENDA, CONDUCT OF MEETINGS, and MINUTES

GENERAL CONDUCT OF MEETINGS

• To the extent practical, Board Meetings shall be conducted according to Roberts Rules of Order (Small Groups Edition)

• The Board may vote to suspend application of Roberts Rules of Order when appropriate.

• It is the Board's policy not to approve a matter of extreme importance the first time the matter is discussed or placed on the agenda. In cases were the matter of extreme importance is approved at the first meeting, any Commissioner may move to reconsider the item at the next meeting.

• Board Meetings shall be conducted to facilitate full and open discussion of all items.

• It is not necessary to make and second a motion in order to have discussion on an item. (In RRO)

• Discussion may continue after a motion is made and seconded.

• Commissioners shall not abstain from voting except in the event of a conflict of interest or where a Commissioner does not have sufficient information to cast a vote. (All in RRO)

RESOLUTIONS

• Whenever possible, the Board shall adopt written resolutions that reflect the Board's vote on an item. (Why?)
MAJORITY RULES - RIGHT TO DISSENT

- The vote of a majority of the Board shall represent the official policy of the Key Largo Wastewater District. Notwithstanding, individual Commissioners shall have the right to publicly disagree with any such policy. (US Constitution)

ROLE OF COMMISSIONERS

* Employ and oversee the General Manager
* Employ an Attorney
* Hire and oversee contract staff positions such as the Engineer and Accountant
* Make District Policy
* Adopt and review Budget
* Prepare for meetings (read agenda ahead of meeting)
* Respect other Commissioners opposing views
* Refrain from bullying Staff or other Commissioners
* Work as a team with the other members of the Board
* Avoid unilateral policy-making

ROLE OF CHAIRMAN

- The Chair shall encourage full and open debate.
• The Chair shall not be obliged to recognize a request to "call the question" unless and until there has been full and open discussion by the Board.

• The Chair shall discourage disrespectful comments.

• The Chair's ruling shall be subject to a vote if challenged by any commissioner.

ROLE OF GENERAL MANAGER

• As “Captain of the Ship” the GM shall do the bidding of the Board as his contract requires

• He shall further have the sole responsibility for all aspects of the District, from its fiscal plan to its physical plant

• As such he shall set salaries, provide for raises and terminate employees, with the EXCEPTION of Senior staff where hiring and firing must be approved by the Board

• The GM, as per his contract, is bound by all aspects of that contract

ELECTION OF OFFICERS (All addressed in RRO)

• The Board shall elect officers annually at the first meeting following the election of commissioners. In non-election years, the election of officers shall be held on the second meeting in November.

• Commissioner may nominate themselves for office.

• No second is required for nominations.
• Contested elections may be held by signed ballot, which shall be opened by the Clerk and made a part of the record.

AGENDA

• The Board shall adopt a format for the Agenda. The current format for the Agenda is attached hereto.

• Time permitting the Staff shall circulate a draft agenda in advance of the meeting. The Agenda shall include as much relevant supporting material as is practicable.

• Commissioners and Staff may request additions or deletions to the agenda prior to and at public meetings before approval of the agenda.

• The Agenda (including additions/deletions) shall be approved by the Board and shall govern the meeting. When appropriate the Agenda may be amended by the Board during the meeting.

• Commissioners have the right to remove any items from "Bulk."

• The Agenda shall include a "Roundtable" where Commissioners may have open discussions amongst themselves.

PUBLIC COMMENTS

• The Board welcomes public comments at all meetings.

• Person who desires to speak shall register with the Clerk.

• The public may speak on any item, including “Bulk” items, during the public comment period, or may defer making comments until the item is called for discussion.

• Public Comment shall be limited to three (3) minutes for an individual and five (5) minutes for representative of organizations. The Chair may grant additional time when necessary.
• Public speakers may provide written material to the Board and request the material be included in minutes. The Board may decline the request if the material is unduly voluminous or offensive.

• Commissioners and Staff shall refrain from responding to public speakers but may do so with the consent of the Chair.

THE MINUTES OF THE MEETING

• The minutes shall be promptly recorded and shall summarize the events of the meeting.

• All motions made during the course of a meeting shall be recorded in the minutes, even if the motions fail to receive a second.

• At the very least, the minutes shall reflect the maker of the motion; the nature of the motion; the second, and the Commissioners voting yea/nay.

APPROVAL OF THE MINUTES

• The draft minutes shall be presented to the board for adoption.

• The adoption of the minutes is prima facie evidence of the Board's decision, resolutions and acts only. Comments included in the minutes are not to be considered as evidence of what was actually said.

• Commissioners shall have the right to request corrections to the minutes.

LENGTH OF MEETING

• The Board shall endeavor to complete business within two (2) hours.

• For good cause, the meeting may be extended by a motion duly made and adopted.

MOTIONS  (All in RRO)

• A motion can be made by any Commissioner. If the Chair makes a motion, it must pass the gavel to the Vice Chair.
• A motion can be seconded by any Commissioner including the Chair, who need not pass the gavel.

• A vote can only be called by the Chair after a duly made motion and a second.

• Motions that do not receive a second shall fail.

• When a motion has been moved and seconded, and following the end of the discussion of an item the Chair must:
  o Restate the motion, and
  o Call for a vote by yeas and nays, or
  o Call for a vote by roll

• Only one motion at a time may be considered.

• The Board may for good cause continue a motion to the next meeting, at which time the Board shall resume debate.

• Action taken by the board can only be reconsidered or recalled under the following circumstances:
  o The District’s legal counsel has determined that the vote was not legally sufficient or could result in liability;
  o A Commissioner who voted yea on an item has requested that the item be reconsidered;
  o In the judgment of the Board, there are circumstances that make it necessary, expedient, or practicable to reconsider that matter.

COMMISSIONER’S ITEMS

• Items added to the agenda by Commissioners shall be discussed and acted upon during the Commissioner’s Items section of the meeting.

• During the Commissioner’s Items section of the meeting, the regular rules of conduct and procedure shall remain in effect.
ROUNDTABLE DISCUSSION

- During the Roundtable portion of the meeting
- Commissioners shall have open and free discussions among themselves.
- No motion shall be required for a matter to be raised and discussed.
- The regular rules of conduct and procedure, including *Roberts Rules of Order* shall not be in effect.
BOARD PRACTICES AND POLICIES

CONDUCT OF MEETINGS

1. The Board usually applies the following "Meeting Rules" to its meetings: (1) It shall not be necessary to have a motion on the floor to discuss an item; (2) Commissioners have the right to request reconsideration of any item regardless of whether a commissioner was on the winning or losing side of a prior vote; (3) A motion can be made by any Commissioner; (4) If the Chair makes a motion, it must pass the gavel to the Vice Chair; (5) A motion can be seconded by any Commissioner including the Chair, who need not pass the gavel; (6) A point of order normally take precedence over other matters; (7) On matters of extreme importance, a Commissioner may request the Board consider the matter at two separate hearings; (8) The Board should encourage full and open discussion of all items without regard to how long it takes to reach consensus; (9) The Board should not entertain items that have not been included in the Agenda; and (10) The Board should not take action on an items unless it has been provided sufficient back-up and an opportunity to review and to consider the matter.

2. The Board should update its "Meeting Rules" from time to time when appropriate.

3. The Board should be guided, but is not required to follow Robert's Rules of Order (Small Group Edition).

ROLE OF CHAIRMAN

4. The Chair should encourage full and open debate.

5. The Chair is not obliged to recognize a request to "call the question" unless and until there has been full and open discussion by the Board.

6. The Chair should discourage disrespectful comments.

7. The Chair's ruling on procedural matters is subject to a vote if challenged by any commissioner.
ABSTAINING FROM VOTING

8. A Commissioner should not abstain from voting unless, there is, or appears to be, a possible conflict of interest or unless a Commissioner lacks sufficient information to cast an informed vote.

RESOLUTIONS

9. Matters of importance should be resolved by a vote rather than by "giving direction."

10. Commissioners may request a formal vote on any issue.

11. The Board should adopt written resolutions on matters of importance.

THE RIGHT TO DISSENT

12. While a majority of the Board shall represent the official policy of the Key Largo Wastewater District. Notwithstanding any such vote, individual Commissioners shall have the right to publicly disagree with any vote or policy.

ELECTION OF OFFICERS

13. The Board elects a chairman, vice chairman, and treasurer annually. In years in which general elections are held pursuant to s. 189.405(2)(a), F.S, the Board elects officers at the first meeting following certification of results by the Supervisor of Elections. In non-election years, the election of officers is held on the second meeting in November.

14. Commissioners may nominate themselves for office.

15. No second is required for nominations.

16. Contested elections for Board officers may be held by signed ballots, which shall be opened by the Clerk and made a part of the record.

PUBLIC COMMENTS

17. The Board should welcome public participation and comments at all meetings.

18. A person who desires to speak should register his or her request with the Clerk.
19. The public may speak on any item, including “Bulk” items, during the public comment period, or may defer making comments until the item is called for discussion.

20. Public Comment is usually limited to three (3) minutes for an individual and five (5) minutes for representatives of organizations, unless the Board believes additional time is appropriate.

21. Public speakers may provide written material to the Board and request that the material be included in minutes; however, the Chair may decline the request for inclusion if the material is unduly voluminous or is offensive.

22. Commissioners and Staff should refrain from responding to public speakers but may do so with the consent of the Chair.

THE MINUTES OF THE MEETING

23. The minutes should be promptly recorded and should summarize the events of the meeting.

24. All motions made during the course of a meeting should be recorded in the minutes, including motions that fail to receive a second.

25. At the very least, the minutes should reflect the maker of the motion; the nature of the motion; the second, and the Commissioners voting yea/nay.

APPROVAL OF THE MINUTES

26. The draft minutes should be presented to the board for adoption at the next meeting.

27. The adoption of the minutes is prima facie evidence of the Board's decision, resolutions, and acts only. Comments included in the minutes are not to be considered as exact quotes.

28. Commissioners have the right to request corrections to the minutes.

LENGTH OF MEETING

29. The Board should endeavor to complete business within two (2) hours.
30. A meeting can be extended by a motion duly made and adopted.

**MOTIONS**

31. A vote can only be called by the Chair after a motion has been made and seconded.

32. Motions that do not receive a second shall automatically fail.

33. When a motion has been moved and seconded, and following the end of the discussion of an item, the Chair must:
   - Restate the motion, and
   - Call for a vote by yeas and nays or by roll

34. Any Commissioner may request a roll call vote.

35. Only one motion at a time may be considered.

36. The Board may table a motion to the next meeting, at which time the Board shall resume debate.

**ROUNDTABLE DISCUSSION**

37. The Roundtable portion of the meeting is where Commissioners may have open and free discussions among themselves.

38. No motion shall be required for a matter to be raised and discussed.

39. The regular rules of conduct and procedure, including Roberts *Rules of Order*, shall not be in effect.

**STAFF SUPPORT & LEGAL ADVICE**

40. In order to carry out their legislative duties, Commissioners may request information, research or support from the General Manager, Senior Staff Members, Department Managers, or the District's Attorneys and Consultants provided that any such request is not unduly burdensome or excessive, i.e., will not take more than 1 hour per month. The District's staff shall have the right (but is not obligated) to ask the full board to authorize the request if the request is unduly burdensome.

Submitted by Commissioner Tobin