

# Governance Manual

**Etowah Water & Sewer Authority  
Board of Directors**

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## **PURPOSE OF GOVERNANCE MANUAL**

### **Intent**

It is the intent of the Board of Directors to create and maintain a Governance Manual (“Manual”), to serve as a general policies manual and as a resource for Directors and staff for determining the manner in which business matters of the Etowah Water and Sewer Authority (“Authority”) are to be conducted.

### **Basis of Authority**

The Board of Directors establishes policy for the Authority. As individuals, Directors may not commit the Authority to any policy, act or expenditure unless empowered through express action of the Board as a whole to do so on a specific matter. Individual Directors are part of a body, which collectively represents and acts for the Authority as a whole.

### **Scope**

If any policy or portion of a policy contained within the Governance Manual is in conflict with State or Federal law, rules or regulations applicable to the Authority, said State or Federal law, rules or regulations shall prevail.

## **MISSION, VISION, AND CORE VALUES POLICY**

### **Mission**

Etowah Water & Sewer Authority improves the quality of life for our customers, community and environment through proper management of our water resources.

### **Vision**

Etowah Water & Sewer Authority commits to support all of the citizens of Dawson County and economic development with water services.

## Core Values

### **EXCELLENCE**

The quality of our water and customer service

### **INTEGRITY**

The adherence to moral and ethical principles

### **STEWARDSHIP**

The responsibility to manage financial, environmental, and human resources in a sustainable manner

### **COMMITMENT**

The dedication to provide the necessary resources for our customers, community, and employees

### **EFFICIENCY**

The competency of our performance

### **VISION**

The ability to plan ahead with wisdom

## BOARD OF DIRECTORS

### **The Role of the Board**

The Board's primary role is to establish policy for the Authority through the adoption of resolutions, ordinances and other legislative initiatives. The Board of Directors shall have the powers and duties set forth in the enabling legislation necessary to administer the affairs of the Authority except for those duties and powers delegated to the General Manager and do all things on behalf of the Authority not otherwise directed by law to be done otherwise.

**Chairman:** The Chairman shall preside at all meetings of the Authority. He or she shall call special meetings of the Authority at his or her discretion or at the request of two (2) members of the Board. He or she shall appoint and be an ex-officio member of any committees. The Chairman shall perform such other duties as usually pertain to the office. The Chairman shall not be entitled to vote upon any issue, motion or resolution except in the case of the election of new Board officers or in the case of a tie vote of the other members.

**Vice Chairman:** The Vice Chairman shall assist the Chairman in the performance of their duties and in the absence of the Chairman shall preside. The Vice Chairman shall assume the duties of the Chairman when that officer is absent or incapacitated.

**Secretary:** The Secretary shall keep the records of the Authority; notify Authority members of meetings and assure proper public notice and advertising thereof; provide written minutes of previous meetings prior to the next meeting of the Authority; coordinate the performance of these duties and provide direction for same with the Recording Secretary and perform such other duties as usually pertain to the office.

### **Powers of the Board of Directors**

The powers of the Board include, but are not limited to, the power to:

- A. Adopt rules regulating the operation of the Board of Directors;
- B. Approve rates, fees, and charges of the Authority for services provided by the Authority;
- C. Authorize the incurring of indebtedness and borrowing of money by the Authority;
- D. Enact ordinances and resolutions in furtherance of the Authority's purposes;
- E. Approve the issuance of bonds by the Authority;
- F. Adopt an annual budget; and
- G. Authorize the acquisition, lease, or sale of real estate on behalf of the Authority;
- H. Enter into contracts and leases in furtherance of the Authority's purposes;
- I. Approve the hiring or termination of a General Manager, General Counsel, and Auditor and approve the terms of employment for the General Manager;
- J. Take any action in furtherance of the powers enumerated in the enabling legislation of the Authority.

Official action by the Board can only be taken by the vote of the majority of the Board of Directors present. Three (3) Directors represent a quorum for the conduct of business. Actions taken at a meeting where only three of the five members are present require a minimum of two (2) votes to be effective, unless a 4/5 vote is required by policy. No vacancy on the Board of Directors shall impair the right of a quorum to perform all duties of the Authority.

### **Guidelines of the Board of Directors**

- A. The dignity, style, values and opinions of each Director shall be respected.
- B. Responsiveness and attentive listening in communication is encouraged.
- C. The needs of the Authority's customers and staff are a priority of the Board of Directors.
- D. Directors commit themselves to focusing on issues and not personalities.
- E. The presentation of the opinions are encouraged. Once the Board of Directors takes action, Directors commit to supporting said action and will not create barriers to the implementation of said action.
- F. Each Director shall exercise his or her own independent judgment in considering matters coming before the Board.

### **Code of Ethics, Communications and Public Relations Policy and Other Legislation**

Directors are agree to be governed by and abide by the Code of Ethics, the Communications and Public Relations Policy, and any other relevant resolutions, policies or ordinances adopted by the Board and any amendments thereto. Directors also agree to be governed by and abide by any state or federal regulations and laws governing their conduct.

### **Board Member Reimbursement**

In order to provide for the administration expenses of members of the Board of the Authority, such expenses shall be reimbursed in the amount approved by the Board, as stated in the Bylaws. Additional, reasonable reimbursement may be for travel, meals, accommodation, and training expenses incurred by Board members and necessitated by Authority business. Board members shall otherwise receive no compensation for their service as Board members.

## **EMPLOYEES**

### **Responsibilities and Duties of the General Manager**

The General Manager of Etowah Water & Sewer Authority is employed by the Board to serve as the chief executive officer of the Authority. Responsibilities over the day-to-day operations of the Etowah staff have been delegated to the General Manager. The General Manager is responsible for implementing the decisions of the Board; determining and executing administrative policies through subordinate department heads and supervisors; supervising the operations and staffing of the Authority as prescribed by the Board; managing all engineering,

planning, design and inspection for construction activities; and supervising and controlling the administrative, operational and financial affairs of the Authority, including all administrative, executive and ministerial powers not specifically reserved for the Board of Directors or General Counsel.

The General Manager is in charge of all employees and contractors of the Authority. The General Manager also has the responsibility to hire, remove, promote and demote any and all employees of the Authority. The General Manager will keep the Board informed of all managerial changes.

The Executive Assistant to the General Manager serves as the Recording Secretary to the Board of Directors. The General Manager and the Executive Assistant to the General Manager, in her role as Recording Secretary, are directly accountable to the Board. All other employees are accountable directly to the General Manager. Individual Directors may give direction or orders to the General Manager only when there is express authorization of the Board as a whole to do so.

The Recording Secretary's responsibilities include coordinating with the Secretary in the keeping of the records of the Authority; notifying Authority members of meetings and assuring proper public notice and advertising thereof; and providing written minutes of previous meetings prior to the next meeting of the Authority. The Board of Directors shall have input into the hiring of the Executive Assistant and shall be included in the hiring process by the General Manager. The Recording Secretary shall take orders and direction from the Secretary and General Manager in the performance of Recording Secretary responsibilities.

## **GENERAL MEETING INFORMATION**

### **Attendance at Meetings**

Members of the Board of Directors shall make every effort to attend all regular and special meetings of the Board unless there is good cause for absence. Members shall also attend the annual planning workshop for the Board of Directors unless there is good cause for absence. A member may be removed upon failure to attend three (3) consecutive monthly meetings or four (4) meetings within a calendar year. It shall be the duty of the Recording Secretary to keep a record of attendance of members and to notify both the member and the Board of Directors when a member's attendance jeopardizes his or her eligibility to remain on the Board.

### **Board Meeting Place**

All Board meetings will be held at the Board Meeting Room 1162 Hwy. 53 East, Dawsonville, GA 30534, unless otherwise noticed.

### **Board Meeting Conduct**

Meetings of the Board of Directors shall be conducted by the Chairman (or Vice Chairman in the Chairman's absence, or in the absence of the Vice Chairman, by the Secretary) in a manner consistent with the policies set forth herein.

All Board meetings should commence at the time stated on the agenda and should be guided by the same. The purpose of Board meetings is to enable the Board to conduct the business of the Authority. As such, the following guidelines should be substantially followed, to the extent practicable, depending on the circumstances surrounding each meeting:

After the "Call to Order and Approval of Agenda", the Board will act on the Agenda. In this case, each item pulled will be discussed and voted upon separately. Each regular agenda item shall then be taken in agenda order unless the order is amended by the Board. A brief report from the General Manager and other designated staff will be given.

After hearing the staff report(s), the Board may ask questions of staff, discuss the issues involved, and comment on the issues. These deliberations shall be guided by the Chairman.

The conduct of meetings shall, to the fullest possible extent, enable Directors to: Consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems; consider and adopt policies, ordinances, and resolutions in furtherance of Authority business; and, receive, consider and take any needed action with respect to reports concerning the Authority's operations.

### **Board Work Sessions**

Board Work Sessions will be held to allow discussion and questions by the Directors on agenda items scheduled for consideration and action at the next Regular Board Meeting. Board Work Sessions will typically be held one week prior to Regular Board meetings on the second Tuesday of each calendar month, with open session beginning at 4:00 p.m. Typically, if a closed (executive) session is to be held during the work session, it will be held at the end of the session.

### **Regular Board Meetings**

Regular Board meetings will be held to consider and take action on Authority business requiring Board action. Regular Board Meetings will typically be held on the second Tuesday of each calendar month, with open session beginning following the work session. If a closed session is to be held at the meeting, it will be held at the end of the regular meeting.

## **Board Workshops**

Board workshops will be held on an as needed basis, but at a minimum once per year.

## **Special-Called Board Meetings**

Special-called Board meetings may be called by the Board Chairman or by two members of the Board when special circumstances arise requiring Board consideration and/or action before the next Regular Board Meeting.

## **Board Meeting Schedule**

In November of each year, a Board Meeting schedule for the next year will be adopted. The Board Meeting schedule will identify dates for the regular Board Meetings for the year, which will usually be the first Tuesday for regular work sessions and second Tuesday of the month for regular Board Meetings, but may vary due to conflicts, holidays, conferences or other meetings.

## **Board Meeting Agendas**

1. Agenda Publication. The General Manager shall issue calls for agenda items to the Board at least five (5) business days prior to regularly scheduled work sessions of the Board and shall prepare and publish a listing of those items prior to the work session. Timely submitted items shall serve as the agenda for the Board unless amended at the meeting by the Board as set forth below.
2. Amending Agenda. Upon proper motion, seconded and adopted by majority vote, the Board may amend the agenda submitted by the General Manager and add, delete, or defer an item on the agenda at any public meeting.

## **ACTIONS OF THE BOARD**

### **Possible Actions of the Board**

The Board of Directors may take the following actions on an agenda item:

1. Approve;
2. Reject or Deny;
3. Approve with amendments, modifications or revisions;
4. Defer, postpone, or table;
5. Refer to a committee of the Board for further investigation and recommendation

### **Methods for Taking Action**

If a Director abstains from voting on a matter, the abstention cannot be counted as an affirmative vote.

Example. If 3 of 5 Directors are present at a meeting, a quorum exists and business can be conducted. Even if 1 Director abstains on a particular action and the other 2 cast

“aye” votes, action is taken because a “majority of the quorum voted in favor of the action.

Example. If an action is proposed requiring a two-thirds vote and 2 Directors abstain, the proposed action cannot be approved because 4 of the 5 Directors would have to vote in favor of the action.

### **Directions or Instructions**

The Board may give directions or instructions, which are not formal action. Such directions include the Board’s directives and instructions to the General Manager.

The Chairman shall determine by consensus a Board direction or instruction and shall state it for clarification. Should any two Directors challenge the statement of the Chairman, a voice vote may be requested.

A formal motion may be made to place a disputed direction or instruction on a future agenda for Board consideration, or to take some other action (such as refer the matter to the General Manager or committee for review and recommendation, etc.).

Instruction or direction by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board meeting during which said informal action is taken and for which more formal action is not required.

### **Rules of Order**

Action items shall be brought before and considered by the Board by motion in accordance with this policy. These rules of order are intended to be informal and applied flexibly. The Board prefers a flexible form of meeting, however, does conduct its meetings pursuant to Robert’s Rules of Order.

The intent of these Rules of Order is to provide guidance for the conduct of meetings and the Board will substantially comply with these rules of order. If a Director believes order is not being maintained or procedures are not adequate, then he or she should raise a point of order - not requiring a second - to the Chairman. If the ruling of the Chairman is not satisfactory to the Director, then it may be appealed to the Board. A majority of the Directors present will govern and determine the point of order.

### **Obtaining the Floor**

Any Director desiring to speak should address the Chairman and, upon recognition by the Chairman, may address the subject under discussion.

### **Main Motions**

A main motion is one of the most basic motions that can be made. It introduces before the Board a new subject for discussion and action. Until a motion is made, seconded and stated by the Chairman, there is no discussion allowed. In order to take action on a main motion the following must occur: 1) A Director simply states that they have a motion; 2) the Chairman recognizes the Director; 3) the Director states the motion; 4) another Board member seconds the motion; 5) the motion is discussed or debated; 6) the chairman closes discussion; 7) a vote is taken on the motion; and 8) the Chairman announces the results.

### **Subsidiary Motions**

Subsidiary motions are used to avoid taking a direct vote on a motion, to change the wording of a motion, have a committee review and recommend on the matter, discuss the motion later in the meeting or put off until the next meeting, or to end discussion and vote immediately.

### **Motion to Adjourn**

A meeting may be adjourned by motion made, seconded, and approved by a majority vote before voting on a main motion and for other non-action purposes. The Chairman may also declare a short recess during any meeting.

### **Decorum**

The Chairman shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings. The Board may eject any person or persons making personal, impertinent or slanderous remarks, refusing to abide by a request from the Chairman, or otherwise disrupting the meeting or hearing.

### **Consideration**

Consideration by the Board of Directors to adopt a new policy or to amend an existing policy may be initiated by any Director, the General Manager or by the General Counsel.

### **Adoption**

Adoption of a new policy or amendment of an existing policy shall be accomplished at a meeting of the Board of Directors and shall require a majority affirmative vote of the Board of Directors present at the subject meeting.

### **Confidential Board Information**

Matters discussed in Board meeting closed sessions shall not be discussed outside of closed session, other than as reported when the Board comes out of closed session or as otherwise may be required by law.

Dissemination of any information related to confidential Board activities or documents shall be reviewed by the General Manager, before it leaves the Authority office.

## Public Comment

1. Purpose.  
The purpose of public comment is to allow the public to voice requests, concerns and opinions during the public comment portion of the Board meeting. The final agenda item of regularly scheduled Board meetings prior to any Executive Session shall be reserved for public comment.
2. Scheduling Public Comments. Any member of the public wishing to address the Board during the public comment period must submit a request in writing to the Board Secretary identifying the speaker by name, address, telephone number and topic of comments at least five (5) business days prior to the work session for the upcoming regular meeting at which the member of the public wishes to speak. Unless notified otherwise by the Board Secretary, timely written requests will be placed on the regular meeting public comment agenda as requested. In the event requests are received after the deadline for any upcoming regular meeting of the Board, the requestor shall be given the option to address the Board at its regularly scheduled meeting for the next month.
3. Speaker Cards. Individuals desiring to address the Board during public comment are required to complete a name and address card and present it to the Board Secretary at the call of the public comment agenda prior to addressing the Board.
4. Addressing The Board. Individual speakers will only have the opportunity for one public comment per meeting. Speakers will be heard in the order that requests are received. Individual speakers shall have no more than three (3) minutes in which to comment on the issues addressed. Abusive, profane or derogatory language will not be permitted. Holding up signs, clapping and yelling to show support for or opposition to a speaker will not be permitted, but a show of hands or quietly standing will be permitted to show support for or opposition to a speaker's position. Public comment time shall not exceed 15 minutes in length. When the time has run out, the speaker will be expected to immediately cease speaking and to yield the floor.
5. Written Comments. If in lieu of addressing the Board, if a member of the public would like to submit a written comment concerning Authority related matters, they are allowed to do so through the Board Secretary who will forward the comment(s) to the appropriate department for review and response, when requested.
6. Inquiries Regarding Public Comment. For more information about scheduling this opportunity, residents and others should speak with the Board Secretary.

### **Board Meeting Minutes**

Board Meeting Minutes must be recorded for all scheduled Board Committee meetings, Workshops and Board meetings. Such minutes should be concise, identifying the items considered, and any action taken in compliance with the Georgia Open Meetings Act.

If a written report is submitted for the item, then reference should be made to the written report rather than restating the report contents. General reference should be made to discussion of an item, rather than a detailed description. Action taken should be clearly identified in terms of motions made, who made the motion and second, and the results of the voting.

Motions, resolutions or ordinances shall be recorded as having passed or failed and individual votes will be recorded unless the action was unanimous.

All resolutions adopted by the Board shall be numbered consecutively starting new at the beginning of each chronological year.

The minutes of Board meetings shall be maintained as hereinafter outlined.

1. Procedure:
2. Date, place and type of each meeting;
3. Directors present and absent by name;
4. Call to order;
5. Arrival of tardy Directors by name;
6. Pre-adjournment departure of Directors by name, or if absence takes place when any agenda items are acted upon;
7. Adjournment of the meeting;
8. Record of written notice of special meetings; and,
9. Record of items to be considered at special meetings.
10. Proper documentation of Executive Sessions (ie affidavits), if any.

### **Company Equipment**

If any equipment provided to or used by a Board member appears to be damaged, defective, or in need of repair, the Board member shall promptly report the damages, defects and the need for repairs.

Upon vacating the Board, a Director shall return all property, or equipment of the Authority in his or her possession or control.

### **Computer, Email, Internet**

It is the policy of EWSA that the use of its computers and software is limited solely to appropriate business use. This policy reaffirms that Board members have no reasonable expectation of privacy with respect to any computer hardware, software, electronic mail or other computer or electronic means of communication or storage, whether or not they have private access or an entry code into the computer system.

Every Director is responsible for using the electronic mail (e-mail) system properly and in accordance with this policy. Board members are encouraged to use the e-mail accounts provided to them when conducting Authority business and to keep personal e-mail communications separate from those concerning Authority business. The e-mail system is the property of the Authority and access to the system has been provided for use in conducting Authority business. All communications and information transmitted by, received from, or stored in this system are the records and property of the Authority. Because the Authority is a public entity, with the exception of attorney client privileged communications, Board members have no right of personal privacy in any matter stored in, created, received, or sent over the Authority mail system or over their own e-mail system if the communication concerns Authority business.

No e-mail messages should be created, sent, or received if they contain intimidating, hostile, or offensive material concerning race, color, religion, sex, age, national origin, disability or any other classification protected by law. The e-mail system may not be used to solicit for religious or personal political causes, personal commercial enterprises, or other solicitations not related to Board or Authority business.

The e-mail system shall not be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial information, or similar materials without prior authorization of the Board as a whole. Board members shall avoid making statements in e-mail or computer files that would not reflect favorably on the Board, its members or the Authority and its employees or contractors.

The Authority provides members with laptops and internet access to help them in conducting Board business. All Internet data that is written, sent, or received through the Authority's computer systems is part of official Authority records and Board members can be legally required to show that information to law enforcement or other parties. As such, business information contained in Internet email messages and other transmissions should be accurate, appropriate, ethical, and legal. Before a file is downloaded or copied from the Internet, necessary anti-virus precautions should be taken. The equipment and technology that Board members use to access the Internet are the property of EWSA.

## **APPENDIX A – BYLAWS**

## **APPENDIX B – CODE OF ETHICS**

**APPENDIX C – COMMUNICATIONS AND PUBLIC RELATIONS POLICY**