



# BOARD PROTOCOL MANUAL

*Adopted by the Board of the Northshore Parks and Recreation Service Area*

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## Article I. Introduction and Overview

### Section 1.01 Purpose of the Board Protocol Manual

The Northshore Parks and Recreation Service Area (NPRSA) has prepared its own protocol manual to assist the NPRSA Board by documenting accepted practices and clarifying expectations. Administration of Board affairs is greatly enhanced by the agreement of the Board and staff to be bound by these practices. While attempting not to be overly restrictive, procedures are established so that expectations and practices can be clearly articulated to guide Board Members in their actions.

### Section 1.02 Protocol Administration

The Board will review and revise the Board Protocol Manual with the change of the Chair, or every two years if the Chair does not change. During Board discussions, deliberations, and proceedings, the Chair will be primarily responsible to ensure that the Board, staff, and members of the public adhere to the Board's adopted Protocol Manual. Each Board Member has the duty and obligation to review this Manual and be familiar with its provisions.

### Section 1.03 Overview of Basic NPRSA Documents

This protocol manual provides a summary of important aspects of Board activities. However, it cannot incorporate all material and information necessary for undertaking the business of the Board. Many other laws, plans, and documents exist which bind the Board to certain courses of action and practices. The following is a summary of some of the most notable documents that establish Board direction.

#### (a) Founding ILA and amendments

This interlocal agreement, and its approved amendments, established the NPRSA is the primary foundational document of the Service Area.

#### (b) NPRSA Bylaws

The Bylaws of the Board sets forth the structure of the Board and how the Board operates. This document elaborates on the structure developed in the founding ILA.

#### (c) Annual Budget

The annual budget of the NPRSA is a policy document that outlines priorities for spending based on planned revenue.

#### (d) NPRSA-Tenant Agreement

This agreement outlines important roles and responsibilities in the NPRSA-Tenant partnership.

#### (e) ILA for Administrative Services

This interlocal agreement details the cost and scope of services one of the NPRSA Member Agencies agreed to provide to the NPRSA Board in order to implement capital repairs to the NPRSA facilities.

## Section 1.04 Orientation of New Members

It is important for the members of the Board to gain an understanding of the full range of services and programs provided by the NPRSA. As new members join the Board, the Executive Director and Levy Manager will host an orientation program that provides an opportunity for members to tour NPRSA-owned facilities and meet with key staff within the first 6-months of taking office. At any time, if there are facilities or programs about which an incoming Board Member would like more information, arrangements will be made to increase awareness of those operations.

## Article II. NPRSA Board Roles and Responsibilities

### Section 2.01 NPRSA Board Generally

State law and the founding Interlocal Agreement (ILA) as most recently amended, grant powers and responsibilities to the Board. Fundamentally, the original purpose of the NPRSA was to construct a senior activities center. The Board has the power to employ or retain persons or entities to carry out the purposes of the NPRSA and may, at its sole discretion, change the form of any investment and/or dispose of property held by the NPRSA.

It is important to note that the Board acts as a body and speaks with one “corporate voice.” No member has any extraordinary powers beyond those of other members. While the Chair has additional presiding officer responsibilities, when it comes to establishing policies, voting, and in other significant areas, all members are equal. It is also important to note that policy is established by at least a majority vote of the Board. While individual members may disagree with decisions of the majority, a decision of the majority does bind the Board to a course of action. Board Members should respect adopted Board policy. In turn, it is staff’s responsibility to ensure the policy of the Board is upheld. Actions of staff to pursue the policy direction established by a majority of Board do not reflect any bias against Board Members who held a minority opinion on an issue.

### Section 2.02 Role of Board Members

Members of the NPRSA Board are collectively responsible for establishing policy, adopting a budget, and providing vision and goals to the Executive Director. The following outline is a brief description of the various duties of Board Members. The description is not intended to be comprehensive, but rather is an effort to summarize the primary responsibilities of the Board.

1. Establish Policy
  - a. Adopt goals and objectives
  - b. Establish priorities for services
  - c. Approve/amend the budget
  - d. Approve contracts over \$100,000
  - e. Adopt resolutions
  
2. Provide Public Leadership

- a. Relate wishes of constituents to promote representative governance
  - b. Mediate conflicting interests while building a consensus
  - c. Call special elections as necessary
  - d. Communicate the NPRSA's vision and goals to constituents
  - e. Represent the NPRSA's interests at regional, county, state, and federal levels
3. Decision-Making
- a. Study problems
  - b. Review alternatives
  - c. Determine best course of public policy

### Section 2.03 Role of Chair

The Chair of the NPRSA Board is responsible for establishing the agenda for each meeting, convening and presiding over each meeting, and ensuring the goals and vision of the Board are carried out by the Executive Director. Additional duties of the Chair and Vice-Chair are outlined in the NPRSA Board Bylaws.

### Section 2.04 Filling Board Vacancies

Per the founding interlocal agreement, the Member Agencies are responsible for appointment of Board Members to represent their agency on the NPRSA Board. In the event a Board Member resigns from their position, the Chair or Executive Director will contact the Member Agency to request a new appointment.

## Article III. Board Meetings

### Section 3.01 Open Public Meetings Act

The Board's collective policy and law-making powers are put into action at the Board meetings. All meetings of the Board shall be open to the public, except in the special instances as provided in [Chapter 42.30 RCW](#). The open meeting law applies to the Board and all standing, special or advisory committees or subcommittees of, or appointed by, the Board.

### Section 3.02 Meeting Decorum

Members of the Board are expected to conduct themselves in a professional manner at all times during all public meetings or meetings where representing the NPRSA, whether the meeting is held in-person or virtually. As adopted in the Board Bylaws, public meetings of the NPRSA are to follow Robert's Rules of Order.

### Section 3.03 Meeting Format

Per the Board Bylaws, the Chair is responsible for selecting the primary media or method of meeting when setting the agenda for the meeting. The Chair is also responsible for conducting the meetings in such a way that maintains professionalism and provides clarity for the public who may be following Board business or seeking ways to engage the Board during the meeting. Questions regarding the meeting format or requests for changes to the meeting format may be directed to the Chair in advance of the meeting.

#### (a) Virtual Meeting Format

The Board and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media, so long as all the members can simultaneously hear each other and participate during the meeting, and provided that the organization ensures access to the public when required per OPMA. Additionally, steps will be taken to ensure that the public can speak at appropriate times during the meeting, or, at a minimum, provide the public an opportunity to submit written comment prior to the meeting.

#### (i) Recordings of Virtual Meetings

Except for Executive Sessions as defined by RCW 42.30.110, when possible, meetings of the Board shall be recorded. The recordings may be made available to the public on the NPRSA website or a third-party platform. It is the determination of NPRSA Administration that these recordings have no retention value and shall be considered transitory. The official record of any meeting of the NPRSA Board shall be the minutes prepared by the Clerk and subsequently adopted by the Board.

### Section 3.04 Setting the Agenda

Per the Board Bylaws, the Chair of the Board sets the agenda with the Executive Director. Board Members interested in adding items to a Board agenda are encouraged to submit those items to the Chair and/or Executive Director prior to the posting of the agenda, typically one week before the meeting. Should Board Members have questions about the items on an upcoming or posted agenda, they are encouraged to contact the Chair and/or Executive Director.

#### (a) Placing Items on the Agenda at a Meeting

If a Board Member was unable to place an item on the agenda before the agenda was posted, there is opportunity to add the item to the agenda at the meeting. Board Members planning on doing so are encouraged to inform the Chair prior to the meeting. Adding an item to the agenda should occur at the beginning of the meeting and requires a motion, second, and simple majority vote of those members present. Items cannot be added to Special Meetings.

### Section 3.05 Order of Business at Meetings

The Board, by adoption of this manual, generally establishes the order of meetings. This section summarizes each meeting component. The Board may, at any time by consensus, rearrange the agenda order to allow for better flow given the items being discussed. Additionally, from time to time, the Chair may submit an agenda with a different order to allow for better flow of the given items being discussed.

1. Call to Order and Meeting Agenda Approval  
This is the time when Councilmembers may make a motion to withdraw, add, or move items on the agenda.
2. Public Comment  
The Board may hear from members of the public during this time.
3. Consent Agenda  
Those matters of business that require action by the Board which are considered to be of a routine and non-controversial nature are placed on the consent agenda. All of the items on the consent agenda shall be approved, adopted, or enacted by one motion of the Board.
4. Reports  
Reports are either provided by outside agencies attending meetings to give updates on regional issues that are of interest to the NPRSA or by staff who are informing the Board on matters of interest that might not otherwise come before the Board. As the name implies, these shall be brief, informative reports.
5. Discussion items  
This is the bulk of the meeting where the business of the Board is conducted. Items may ask the Board to have a discussion, open a public hearing, and/or act on something.
6. Future Meetings  
The Board reviews and confirms the dates for upcoming meetings.
7. Adjourn  
The Chair officially adjourns the meeting.

### Section 3.06 Public Comment

Persons addressing the Board, who are not specifically scheduled on the agenda will be invited by the Chair to speak during the public comment period. Speakers will limit their remarks to three minutes, unless a longer period is permitted by the Board.

If being accepted, written comments may be submitted into the record of the Board meeting by following the specific instructions included on the agenda. A typical process might include emailing the Clerk of the Board before 3:00 PM the day of the meeting. A copy of the written comments will be provided to each Board Member prior to the meeting.

### Section 3.07 Public Hearings

Public Hearings are held during the Discussion Items section. Comments are limited to the specific matter for which the public hearing is held and are limited to three minutes, unless a longer period is permitted by the presiding officer and/or Board.

Written comments are encouraged during public hearings and are to be submitted following the instructions included in the public notice. A typical process might include sending comments to the Board Clerk before 3:00 PM on the day of the meeting.

After the Chair officially closes the public hearing, no member of the public shall be permitted to address the Board or the staff. In fairness to members of the public, the Board shall be considered to be in deliberations from that point forward.

### Section 3.08 Executive Session

At the call of the Chair, or with a majority vote of the Board, the Board may recess to Executive Session to privately discuss and consider matters of confidential concern to the well-being of the NPRSA. The purposes for which an Executive Session may be held are identified in RCW 42.30.110. It is strongly encouraged that prior to an agenda being published that the Board Member interested in calling an Executive Session contact the Chair and/or Executive Director to request an Executive Session be added to the agenda. This promotes transparency to the public that an Executive Session will take place and allows for the appropriate arrangements for Legal staff to be requested and coordinated, if needed.

Before convening in Executive Session, the Board Member requesting the Executive Session shall publicly announce the purpose for excluding the public from the meeting place, and the time when the Executive Session will be concluded. An Executive Session may be extended to a stated later time by announcement of the Chair.

### Section 3.09 Study Sessions

From time to time the Board may need the opportunity to meet in a Study Session format to do concentrated preliminary work with staff on subjects of time consuming, complex matters. The format of these meetings is intended to be structured in a less formal atmosphere within which Board Members may ask questions of staff and each other. All discussions and conclusions held during a study session are of an informal nature. No final action is taken while in a study session. The public may participate in a study session, as appropriate and allowed by the Chair and Board. Study Sessions shall be in a less formal setting, but shall not discourage public observation.

### Section 3.10 Meeting Minutes

The Clerk of the Board shall take action-only minutes which will be posted publicly after Board approval at a subsequent meeting.