

## BOARD FUNCTION POLICY

### I - PURPOSE AND SCOPE

The purpose of the Board Function Policy is to ensure the effectiveness of the Board operations and functions in order to protect shareholder's rights and to make decisions ensuring effective management of the company.

### II- GOVERNING COMMITMENTS

THE Board will govern lawfully, encourage full exploration of diverse viewpoints; act with integrity as ethical leaders; focus on governance matters rather than administrative issues; observe clear separation of Board and CEO roles and govern with long-term vision.

Also the Board;

- will function as a single unit
- is responsible for its own performance and commits itself to continuous improvement.
- Will carry out a summative self-assessment with full, honest and timely participation by all directors
- Should ensure that Board's meetings are conducted with maximum effectiveness
- Will use a consent agenda as a means to expedite the disposition of routine matters and to dispose of other items of business it chooses not to discuss.

Responsibility for the preparation, modification, and supervision of this policy rests within the Corporate Governance Committee.

### III- BOARD JOB DESCRIPTION

The Board's job is to represent, lead and serve the district and to govern by establishing expectations for organizational results, expectations for quality operational performance, and monitoring actual performance against those expectations.

The Board will:

1. Advocate for the district.
2. Evaluate CEO performance.
3. Evaluate Board performance.
4. Review and accept the annual report of the State Auditor.
5. Adopt and monitor annual budgets.
6. Evaluate and approve rates/assessments/tax annually.
7. Evaluate and approve Board contracts.
8. Contract independently with legal counsel to support the Board in its work.

9. Review reports of investment activities

#### **IV – CODE OF CONDUCT**

The Board and its directors will conduct themselves lawfully, with integrity and high ethical standards, in order to model the behaviors expected of staff and to build constituent confidence and credibility. The Board will conduct its official business with social and fiduciary responsibility that encourages public trust.

#### **V - GOVERNANCE**

This policy is reviewed annually by the Corporate Governance Committee.

The audit of compliance with the provisions of this policy is carried out annually as part of the internal audit.