

EF&R BOARD OF DIRECTORS

ADMINISTRATIVE POLICY

SUBJECT: Directors Roles and Responsibilities Policies

Policy Number: **0003**

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Approved By: EF&R Board

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1 Purpose

- 1.1 This policy is intended to be a guide and not a substitute for Washington State statutes governing the conduct of Directors and interaction with Agency legal counsel.
- 1.2 The Board of Directors (Board) initially adopted the Role & Responsibilities Manual on June 12, 2007. The Board may revise this policy at any time through a majority vote of the Board.
- 1.3 This policy establishes the procedures and practices that Directors are expected to utilize in the undertaking of Board business and describe the expectations for performance of the Directors.

2 Reference

The following documents can be found on the [EF&R website](#):

2.1 EF&R ILA

- 2.1.1 This document defines the relationship of parties to the Agency and establishes the funding model for allocation of party contributions to the operation of the Agency.

2.2 Board Policies

- 2.2.1 Board policies are adopted by the Board and implemented by the Fire Chief.

2.3 Agency Operating Policies and Guidelines

- 2.3.1 The Fire Chief is responsible for developing and implementing Agency policies and guidelines.

2.4 EF&R Strategic Plan

- 2.4.1 The Strategic Plan is developed and proposed by the Fire Chief and approved by the Board of Directors.

2.5 Standards of Response Coverage

- 2.5.1 The Fire Chief is responsible for recommending Standards of Response Coverage policies for Board approval. Annually the Fire Chief is responsible for reporting Agency performance based on the adopted Standards of Response Coverage Policies.

2.6 Applicable RCWs

3 Responsibility

- 3.1 Board and Fire Chief.

4 Policy

4.1 Basic Agency Documents

4.1.1 Planning the Annual Budget

The Board adopts a Strategic Plan and the Fire Chief prepares annual budgets to achieve the goals of the Strategic Plan. The annual budget is approved by the Board, and provides the Agency with the tools necessary to achieve the Board's adopted goals. By adopting the annual budget, the Board makes policy decisions, sets priorities, allocates resources, and provides the framework for Agency operations.

4.1.2 Equipment Replacement Plan (*located in Financial Policy*)

The Equipment Replacement Plan serves as a guide for determining the appropriate life span for all types of Agency equipment such as apparatus (trucks), radios, and other equipment that needs to be periodically replaced or upgraded.

4.1.3 Capital Facilities Maintenance & Replacement Plan (*located in Financial Policy*)

The Capital Facilities Maintenance Plan serves as a guide for determining priorities, planning, financing, and implementing of capital projects, purchasing equipment, and maintaining the Agency's real and personal property, which add to, support, or improve the physical infrastructure, capital assets, or productive capacity of the Agency.

4.1.4 Collective Bargaining Agreements/Other Employee Agreements.

The contracts in place between the union employees and the Agency and the employment agreements in place between the Agency's administrative employees and the Agency, as well as the working conditions which are in place for the volunteers, set forth the employment terms of the Agency and its various work groups.

- [Battalion Chief CBA](#)
- [Firefighters and Company Officers](#)
- [Support Staff CBA](#)

4.2 Board of Director's General Responsibilities

4.2.1 General

The Board is the policy making body of the Agency. The Fire Chief administers day-to-day operations of the Agency and implements Agency policy.

4.2.2 The Board is composed of eight Directors, representing the five member partners (parties). Each Director is expected to participate in monthly or special meetings of the Board, and to participate on Board Committees, Ad-hoc Committees, and other forums as requested. Directors are strongly encouraged to attend Agency recognition and award events.

4.2.3 Directors do not represent the Agency in any capacity, except through the authorization received at Board meetings. Directors should refrain at all times from attempting to represent the Agency or making decisions on behalf of the Agency, except according to the specific authorization received from the Board.

4.3 Duties of Board Directors

The following outline is a brief description of the various duties of Directors.

1. Establish General Policy
 - Adopt goals and objectives
 - Establish priorities
 - Approve/amend operating and capital budgets
 - Approve contracts
 - Approve policies
 - Attend Board and Committee meetings
2. Supervise Appointed Officials
 - Appoint a Fire Chief
 - Evaluate the performance of the Fire Chief
3. Provide Public Leadership
 - Promote representative, responsible, and respectful governance
 - Communicate the Agency's mission and goals to its citizens
 - Represent the Agency's interests at regional, county, state, and federal levels in a professional and respectful manner
 - Maintain a professional and clean appearance, and dress appropriate to the occasion when representing the Agency
4. Fiduciary Duties
 - Participate in Audit entrance and exit interviews
 - Regularly review financial warrants
 - Review and approve the biennial budget

4.4 Organization of the Board

4.4.1 Directors are appointed to the Board by their respective councils/commissions from which the commissioner/councilmember is elected. The number of appointments from each respective council/commission is identified in the EF&R ILA.

4.4.2 Annually, at the first meeting in January, the Board elects a Director to serve as Chair of the Board, and a Director to serve as Vice-Chair of the Board. The Chair serves as the presiding officer and acts as Chair at all meetings of the Board. In the Chairperson's absence, the Vice-Chair serves in this capacity. The Chair of the Board may participate in all deliberations of the Board in the same manner as any other Director and is expected to vote in all proceedings. The Chair does not possess a power of veto and may not move an action but may second a motion.

- 4.4.3 The general duties of the Board Chair include:
- Chairing the monthly Board meetings
 - Chairing Special Board meetings as required
 - Attending the pre-Board meeting and setting the agenda
 - Postponing or canceling Board meetings in consultation with the Fire Chief
 - Serving as the lead Board representative at Award Recognition Ceremonies, Partner events, ceremonies for opening of new Agency facilities, community events, press releases and media events, etc., as required
 - Signing award/recognition certificates
 - Facilitating the Annual Board Retreat
 - Reviewing and approving the Fire Chief's expense report
 - Signing the Fire Chief employment contract, ILAs, and Board approved contracts and agreements
 - Overseeing and reviewing the Board Secretary's performance
- 4.4.4 The general duties of the Board Vice-Chair include:
- Attending the pre-Board meeting
 - Performing the Chair's duties as noted above, in the absence of the Chair
- 4.4.5 Directors are expected to uphold the mission and values of EF&R.
- 4.4.6 The Fire Chief assigns a Board Secretary from the Administrative staff to assist with the administrative duties of the Board, in accordance with the Agency job description and [RCW 52.14.080](#).

4.5 Alternate Board Directors

Alternates to the Director positions shall be named at the first meeting in January and may be amended by the party at any time, with notification to the Board Chair and the Board Secretary. If a Director is unable to attend a Board meeting or is absent from the Agency for more than 30 days, he or she shall notify the Board Chairperson. The Director shall arrange for the designated alternate from the party to represent the Director during the Director's absence.

4.6 Resignation of Director

If a Director resigns from the Board, a new Director will be appointed by the council/commission from which the vacancy occurred.

4.7 Appointment of Fire Chief/Administration of Agency Personnel

The Board is responsible for appointing a Fire Chief. The Fire Chief serves as such pursuant to the terms of his/her employment agreement with the Agency. The Fire Chief is responsible for the administration and management of all Agency personnel and day-to-day operations of the Agency.

4.8 Board Compensation

EF&R does not compensate Directors for service on the Board.

4.9 Financial Disclosure

The Agency does not file financial disclosure statements per Chapter 42.17 RCW for Directors.

4.10 Travel Policy

Members of the Board are subject to the following travel policy:

4.10.1 Travel Involving an Overnight Stay

All reasonable transportation expenses incurred by a Director for approved travel regarding Agency business will be reimbursed by the Agency, per agency [Policy 3516](#). Any travel involving an overnight stay should have the prior approval of the Board, or the Board Chair, with notification to the Board at the next available Board meeting.

Directors should endeavor to attend training and conferences in Washington State whenever possible, if such training or conference is of comparable value to that offered out of state.

4.10.2 Reimbursement of Travel Expenses

A fully itemized claim for expense reimbursement must be submitted to the Finance Department as per Agency [Policy #3516](#). Detailed receipts are required.

4.11 State Public Disclosure Act and Open Meetings Act

To ensure that Agency public records sent or received by Directors comply with the State Public Records Act, [RCW Chapter 42.17](#), and the State Open Public Meetings Act, [RCW Chapter 42.30](#), the following applies:

4.11.1 Agency Public Records – Generally

All letters, memoranda, reports, emails, text messages, voicemails, tweets, photos, video recordings, and sound recordings that are prepared, used, received or retained by Directors, and that relate to the conduct of the Agency or the Board or the performance of any Agency function, with a few exceptions as stated by the Public Records Act, are public records, regardless of their location.

4.11.2 Disclosure of Public Records

Agency public records may be subject to public inspection and copying. If a Director receives a request for an Agency public record, whether orally or in writing, the Director should refer the request to the Fire Chief or designee. The Fire Chief or designee will respond to the request in accordance with Public Records Act and Agency rules and policies, some of which authorize the Agency to exempt public records, or portions of them, from disclosure.

4.11.3 Retention of Public Records

Agency public records must be retained for the minimum retention periods stated in the records retention schedules of the Washington State Archives.

4.11.4 Forwarding of Public Records

Except for text messages, tweets and voicemails, Directors must transmit to the Fire Chief or designee all Agency public records, as defined in Section 4.11.1 above, that are not prepared, used or retained at the Agency offices. Directors must transmit or retain text messages, tweets, and voicemails in accordance with specific policies issued by the Fire Chief or designee.

4.11.5 Written Letters, Memoranda and Reports Received by the Agency

The Agency will photocopy and provide to all Directors all written letters and memoranda received by the Agency and addressed to a Director or the Board as a body.

4.11.6 Open Public Meetings Act--Electronic Communications Between Directors (E.g., Email, Tweets, Social Media Interaction, Telephone Calls)

Electronic communications between Directors may be subject to the Open Public Meetings Act, which prohibits a majority of the members of the Board from holding a meeting outside of a regular or special meeting of the Board. A "meeting" occurs when a majority of the Directors takes "action," which includes not only formal votes, but also discussions and considerations. With regard to emails, (1) the exchange of emails regarding issues that may or will come before the Board for a vote and (2) the active exchange of information and opinions, with intent to transact official Agency business, between a majority of the Directors, constitutes an illegal meeting. However, (1) the mere use or passive receipt of email and (2) the receipt of information only regarding upcoming issues, between a majority of the Directors, does not constitute a meeting. The same prohibitions of the Act may apply to social media (web sites, blogs, texting, Twitter and Facebook) interaction and communication, depending on the extent and characterization of the interaction and communication.

4.11.7 Electronic Communication with Legal Counsel

Board Directors should be cautious when sending or receiving electronic communication with legal counsel that involves legal matters or active litigation, taking care not to share the communication with non-Agency individuals or Agency individuals who should not have access to the communication. Inadvertent or unintentional sharing of the communication could waive the attorney-client privilege.

4.12 Conflicts of Interest/Appearance of Fairness, and Liability of Elected Officials

4.12.3 Conflicts of Interest (Chapter 42.23 RCW)/Appearance of Fairness (Chapter 42.30 RCW)

- Directors shall identify in advance what potential conflicts may exist prior to discussion of a business item at a Board meeting.

- It is illegal to fail to declare a conflict of interest, or to participate or otherwise be involved in discussions on issues or contracts where such an interest exists. Violations of the conflict of interest prohibitions may result in significant penalties, including criminal prosecution.
- In circumstances where only a “remote interest” (see below) exists, after disclosure of the interest to other Directors, the Directors may approve the contract in which a Director has a remote interest. The Director shall recuse him or herself from the vote. The Director shall refrain from any attempt to influence other members to approve the contract.

4.12.4 Applicability

All Agency officers, elected and appointed, are subject to the conflict of interest law in [Chapter 42.23 RCW](#) This includes Directors.

4.12.3 Definition

Remote interests are exempted from the prohibitions of Chapter 42.23 RCW. Examples of remote interests are as follows:

- A non-salaried officer or member of a nonprofit corporation doing business with or requesting money from the Agency.
- The landlord or tenant of a contracting party. For instance, a Director may lease office space to a party that has a private interest in an Agency matter.
- The owner of less than 1 percent of the shares of a corporation or a cooperative doing business with the Agency.
- Being reimbursed only for actual and necessary expenses incurred in performance of official duties.

4.12.4 Examples of Acts not constituting a Conflict of Interest

- Receiving Agency services on the same terms and conditions as any other Agency official. Thus, when a Director who owns a business within the Agency votes for or against an increase in the Agency’s general permit fees or user rates, a conflict would not exist because this action would apply to all businesses within the Agency’s boundaries.
- An Agency official may sell equipment, material, supplies, or services to the Agency only to the extent such sales are consistent with state law.

4.12.5 Declaration of a Conflict

When a substantial interest exists, the Director must:

- Refrain from voting or in any way influencing a decision of the Board; and
- Declare that a conflict of interest exists and make it known in the official records of the Agency.
- Should a situation arise where a majority of Directors or a majority of a quorum of those present at a Board meeting have a substantial conflict of interest, Chapter 42.23 provides that if the

conflict of interest prevents the Board from acting as required by law, such action shall be allowed if the Directors with the apparent conflicts of interest make them known (see “Ethics Handbook” attached).

4.12.6 Agency Legal Counsel Opinions

- A Director’s request for an opinion from the Agency’s legal counsel concerning conflict of interest is confidential. However, formal final opinions are a matter of public record and must be filed with the Board Secretary.
- This filing requirement does not apply to verbal communications between Directors and the Agency’s legal counsel. Directors may seek advice from a private attorney, at their own expense, concerning potential conflicts. In such cases, no disclosure policy would apply.

4.12.7 Filing of Disclosures

The Board Secretary should maintain a file for all disclosures and legal opinions of conflicts of interest.

4.12.8 Prohibited Acts ([RCW 42.23.070](#))

- No Director may directly or indirectly use his or her position to secure special privileges or exemptions for himself, herself, or others.
- No Director may, directly or indirectly, give or receive or agree to receive any compensation, gift, reward, or gratuity from a source except the Agency party that the Director represents, for a matter connected with or related to the Director’s services, unless otherwise provided for by law.
- No Director may accept employment or engage in business or professional activity that the Director might reasonably expect would require or induce him or her by reason of his or her Director position to disclose confidential information acquired by reason of his or her Director position.
- No Director may disclose confidential information gained by reason of the Director’s position, nor may the Director otherwise use such information for his or her personal gain or benefit. Examples of Prohibited Acts range from receiving a gift of tickets to a sporting event to attending a dinner hosted by a private company. In determining if the action is allowed, the Washington State Auditor’s Office suggests asking:
 - “Would I be receiving this gift if I were not a Director or employee of the Agency?”
 - “Is this gift available to anyone who is not a Director or employee or otherwise associated with the Agency?”If the circumstances are that the gift is offered because of Director or employee status, it may create conflict of interest.

4.12.9 Liability

- The Agency must always approach its responsibilities in a manner that reduces risk to all involved. Nevertheless, within public service, risk cannot be eliminated.
- It is important to note that violations of certain laws and regulations by individual Directors may result in the Director being personally liable for damages which would not be covered by the Agency's insurance. Examples may include intentional acts, discrimination, harassment, and/or fraud.
- Errors and omissions coverage, otherwise called directors and officers insurance, provides for coverage for monetary damages arising out of a wrongful act committed by the Director, when acting on behalf of EF&R. A wrongful act is any act, error, or omission committed by or on behalf of EF&R while in the performance of EF&R operations. Examples include, but are not limited to: wrongful termination, discrimination, sexual harassment, and civil rights violations.

4.13 Interaction with Agency Staff/Officials

4.13.1 Fire Chief

- The Board's role is to establish Agency policies and priorities. The Board appoints a Fire Chief to implement those policies and undertake the administration of the organization.
- The Fire Chief is appointed by the Board to implement the policies and regulations, to direct the daily operations of the Agency, to prepare the budget for approval, to monitor the expenditures and revenues of the Agency, and to implement the policies and programs approved by the Board. The Fire Chief reports to the Board. The Fire Chief is responsible for all other personnel appointments.
- The Board authorizes positions through the budget process, and based upon that authorization, the Fire Chief makes the appointments. The powers and duties of the Fire Chief are contained in the Fire Chief's employment contract, job description and EF&R ILA.

4.13.2 Fire Chief and Board Chair Relationship

The Board Chair and the Fire Chief shall maintain an open and ongoing line of communication. Directors desiring to serve and be elected by the Board shall be aware of the following expectations for the Board Chair:

- The Board Chair shall meet with the Fire Chief two weeks prior to the scheduled regular board meeting to review and approve the agenda for the meeting
- The Board Chair shall endeavor to communicate with the Fire Chief at least weekly to ensure emerging issues and concerns are brought forward in a timely manner and the Chair is

available to discuss the appropriateness and the timeliness of presentation of information to the Board. The timing of weekly communications should be established to allow for preparation of the attendees and availability of the attendees to participate.

- The Board Chair shall represent the Agency in advocacy roles as determined by the Board.

4.13.3 Chair and Vice Chair Relationship

The Vice Chair shall attend the Pre-Board meetings with the Board Chair and Fire Chief two weeks prior to the Board meetings. The Vice Chair will stand in for the Chair at Board meetings and special presentations in the absence of the Chair, and at the request of the Chair. The Vice Chair shall work closely with the Chair on other matters, as requested, including planning and facilitating Board goal setting sessions, Board retreats, or other duties and activities as assigned.

4.13.4 Chair and Others

The Chair shall endeavor to develop and maintain a relationship with each Director and be available to interface with others interested in the Agency as necessary (i.e. local representatives, etc.)

4.13.5 Board's Relationship with Board Secretary

The Fire Chief assigns a Board Secretary from the Administrative staff to assist with the administrative duties of the Board. In accordance with [RCW 52.14.080](#), the Board Secretary keeps a record of the Board proceedings. The Board Secretary reports to the Board Chair and is directed to take action on behalf of the Board through the proceedings of the Board.

4.13.6 Board of Directors Policy of Operational Non-interference

- Directors shall not be involved in the resolution of Agency personnel issues, except with regard to the performance of the Fire Chief.
- The Fire Chief is the primary point of contact for all Directors. All requests to contact Agency staff must be coordinated through the Chief, and with the knowledge of the Chair. All other contact requests should be coordinated through the Chair. The Fire Chief is solely responsible for staff direction, scheduling and work load assignments.
- Subject to RCW [42.30.110](#) and the holding of executive sessions to discuss and review personnel matters, the Board should not, while in open session, from fully and freely discussing with the Fire Chief anything pertaining to appointments and removals of Agency employees, volunteers, and other Agency matters.
- The Board is not prohibited, while in open session, from fully and freely discussing with the Fire Chief and other Agency employees any and all matters pertaining to Agency operations.

4.13.7 Board of Directors / Fire Chief Relationship

The Board shall evaluate the Fire Chief on an annual basis in accordance with Board Administrative Policy 0001 (Fire Chief Performance Evaluation).

4.13.8 Board of Directors / Staff Relationship

Directors shall limit contact with Agency staff members to regular business hours, except in the case of an emergency.

4.13.9 Board of Directors / Agency Legal Counsel

The Agency legal counsel is a contract employee. The Fire Chief shall solicit proposals for legal services and present a recommendation to the Board. The Board shall approve a contract for services. The Agency legal counsel is the legal advisor for the Board, the Fire Chief, and all Agency employees with respect to any legal question involving an official duty or any legal matter pertaining to the affairs of the Agency. The general legal responsibilities of the Agency legal counsel are to:

- Provide legal assistance necessary for formulation and implementation of policies and contracts;
- Represent the Agency's interests, as determined by the Board of , in litigation, administrative hearings, negotiations, and similar proceedings;
- Review draft contracts as to form, resolutions, regulations, contracts, and other legal documents to best reflect and implement the purposes and intentions of the Board; and
- Keep the Board and staff apprised of court rulings and legislation affecting the legal interests of the Agency.

It is important to note the Agency legal counsel does not represent individual members of the Board or Agency employees/volunteers, but rather the Board and Agency as a whole.

4.14 Policy Formation

4.14.1 Board of Directors Role

The Board has authority to accept, reject, or amend Agency staff recommendations on all policy matters. Directors are expected to review Board meeting information in a timely manner, and to direct questions and requests for additional information to the Board Chair prior to the meeting to allow the Fire Chief and staff time to assemble the supplemental material prior to the Board meeting. The intent is to have sufficient information available to Directors to facilitate decision making at the meeting.

4.14.2 Information Flow

Directors shall not request information from Agency staff, contractors or other service providers or associations as a representative of the Board, without the knowledge and agreement of the Chair.

4.14.3 Access to Information

- The Fire Chief is the information liaison between the Board and the Agency staff. Requests for information from Directors are to be directed to the Fire Chief and will be responded to promptly. The information requested will be copied to all Directors so that all Directors will be equally informed. The sharing of information with Directors is one of the Fire Chief's highest priorities.
- There are limited restrictions when information cannot be provided. For instance, the Agency is legally bound not to release certain confidential personnel information.

4.14.4 Staff Roles

The Board recognizes that staff is obligated to take guidance and direction only from the Fire Chief and/or their superior officers. This direction follows the policy guidance of the Board as a whole.

4.14.5 Media Alerts

Directors will notify each other and the Fire Chief whenever interaction takes place with media representatives involving the Agency. (This includes written or verbal interaction initiated by the Director or Council/Commission/staff as well.) The alert to others in the Agency will take place as soon as possible. The notification to other Directors and the Fire Chief should include the following:

- Time of contact
- Topics discussed
- On opinion on whether a story will run and when
- Media contact information (reporter and affiliation)

4.15 Board of Directors Meetings

The Directors conduct business at Board meetings. EF&R Resolution Number 4, dated 1/4/99, states that the Board operates under Roberts Rules of Order.

4.15.1 Meeting Schedule

Regular Board meetings are held at a time determined by the Board at the Agency's Headquarters located at 175 Newport Way NW, Issaquah, WA. Meeting information is distributed the week prior to the meeting. The Chair may approve an alternate distribution date when circumstances preclude the completion of the Board packet by the Friday prior to the Board meeting.

4.15.2 Special Meetings

- Special Meetings may be called by either the Board Chair or designee. Notice of a Special Board meeting will be made by the Board Secretary or his/her designee, by delivering personally, by mail, by telephone, by e-mail, or by facsimile, written notice to each Director at least 24 hours before the time of such meetings as specified in the notice. Notice shall also be posted at the public entrance of Headquarters and posted to the website. The notice shall specify the time and place of the Special Board meeting and the business to be transacted. At Special Board

meetings, only those matters noted in the agenda may be acted upon.

- The notices provided in this section may be dispensed in the event a Special Board meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such notice would make notice impractical, and increase the likelihood of such injury or damage.
- Public comments are a separate agenda item and are invited at that time on the agenda. Public comment is appropriate on any matter within the jurisdiction of the Board.

4.15.3 Committee Meetings

Following proper public notice, the Board may meet informally in a Committee meeting. The Committee meeting is the forum used by the Board to review work plan items for action, and to provide recommendations to the full Board on adoption or approval. No final action is taken in a Committee meeting. Public participation may be allowed by the Chair of the Committee meeting, All Committee meetings are open to the public.

4.15.4 Virtual Meeting Procedures

With a consensus of the Board, meetings may be held entirely virtually provided all participants have access to video conferencing for the duration of the meeting. Otherwise, in person attendance for each partner agency is strongly preferred.

The Board may wish to permit Board meetings in which some members are physically present while others participate virtually.

- If a Director and their Alternate are unable to attend an in-person meeting and the partner agency is not otherwise represented, a video or phone conference may be established provided the Board Chair and Board Secretary are notified 24 hours prior to the meeting.
- Unless the Board Chair has approved an all-virtual meeting, a maximum of two (2) Directors and/or Alternate Directors may conference into a meeting.

4.15.4 Agenda Planning

All matters to be presented to the Board at its regular meetings are reviewed and placed on the agenda by the Board Secretary at the direction of the Board Chair. Matters to be assigned to Committees for review and recommendation may be assigned to the Committee by a motion of the Board at a regular Board meeting, or by the Board Chair, at the request of the Fire Chief, if the Board Chair determines this to be the appropriate and timely manner for the assignment of work.

- **Board of Directors**

A Director may request an item be considered for an upcoming agenda by making an oral request at a Board meeting or submitting a request to the Board Chair. Based upon the nature of the request, the Board Chair may submit the request to the Board before placing it on the agenda. The majority of the Board may direct the Board Chair to formally include or exclude the item from the agenda of an upcoming meeting. Parked Agenda Items are tracked by the Board Secretary and documented on the Annual Agenda Planning Calendar.

- **Members of the Public**

A member of the public may request an item be placed on a future agenda while addressing the Board during a regular meeting and/or by submitting a request in writing to the Board, through the Board Chair. In order to allow sufficient time for the Board to review and staff to research the matter, the request should be submitted at least 10 working days prior to the requested meeting date. Once the issue has been placed on the agenda, the Board Secretary will notify the requester so they may plan to attend the meeting.

- **Emergency Items**

Emergency items may be added to an agenda of a special meeting in accordance with state law. Emergency items are only those matters immediately affecting the public health, safety, and welfare of the Agency. The reason(s) for adding an emergency item to the agenda shall be announced publicly at the meeting, and the issue shall be included in the minutes of the meeting.

4.15.5 Executive Sessions

At the call of the Board Chair, or with a majority vote of the Board, the Board may recess to executive session to discuss and consider matters authorized under RCW [42.30110](#).

Before convening in executive session, the Board Chair shall publicly announce the purpose for excluding the public from the meeting place (quoting or paraphrasing the purposes described in RCW 42.30.110), the time when the executive session will be concluded, and whether action is expected to be taken following the executive session. An executive session may be extended to a later time by announcement of the Board Secretary.

The following are some of the executive session purposes of RCW 42.30.110:

- RCW 42.30.110(1)(f) – To receive and evaluate complaints or charges brought against a public officer or employee
- RCW 42.30.110(1)(g) – To evaluate the qualifications of an applicant for public employment or review the performance of a public employee
- RCW 42.30.110(1)(h) – To evaluate the qualifications of a candidate for an appointment to elective office

- RCW 42.30.110(1)(i) – To discuss with legal counsel representing the agency matters relating to agency enforcement actions, or to discuss with legal counsel representing the agency litigation or potential litigation to which the agency, the governing body, or a member acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the agency
- RCW 42.30.110(1)(b) – To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price
- RCW 42.30.110(1)(c) - To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price
- RCW 42.30.110(1)(d) – To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs

4.15.6 Signing of Documents

The Board as a quorum shall sign Agency Agenda Bills, contracts, and other documents that have been adopted by the Board and require an official signature, except when the Fire Chief, or a combination of other specifically identified Agency officials have been authorized by the Board to sign such documents.

4.15.7 Quorum

A majority of the Board shall constitute a quorum for the transaction of Agency business.

4.15.8 Minutes

The Board Secretary or designee shall take minutes at all Regular and Special Board meetings. Administrative staff will be assigned to take minutes at all Committee meetings. Minutes shall be made available for the public once approved by Board action.

Unless a member of the Board requests a reading of the minutes of a Board Meeting, such minutes may be approved without reading them, as long as the Board Secretary has furnished each member with a copy thereof.

4.15.9 Open Public Meeting Law Applicability

The Open Public Meetings Act, Chapter 42.30 RCW applies to the Board and all committees or subcommittees of the Board that act on behalf of the Board, conduct hearings or take testimony or public comment.

4.15.10 Meetings

All meetings of the Board shall be open to the public, except for executive sessions pursuant to RCW 42.30.110. A meeting takes

place when a quorum (a majority of the total number of Directors) is present and information concerning Agency business is received, discussed, and/or acted upon.

4.15.11 Actions

Only the Board has the authority to take action, and all actions must be taken in a public meeting. At a Special meeting of the Board, action may be taken only on those items appearing on the agenda, except for emergency items as defined in Section 6.05.D. At a Regular meeting of the Board, the Board is free to take action on non-agenda items, subject to applicable statutory and Agency notice requirements for the subject matter being considered.