

# BOARD OF TRUSTEES PROCEDURE CODE

## CONFEDERATED TRIBES OF THE UMATILLA INDIAN RESERVATION

**BOARD OF TRUSTEES PROCEDURE CODE**

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## **BOARD OF TRUSTEES PROCEDURE CODE**

### **CHAPTER 1. GENERAL PROVISIONS**

#### **SECTION 1.01. NAME**

This document shall be known as the Board of Trustees' Procedure Code.

#### **SECTION 1.02. PURPOSE**

The purpose of this Code is to define certain procedures employed by the Board of Trustees in conducting its affairs. This Code includes policy goals of reasonably Informed Policy Making by the Board of Trustees.

#### **SECTION 1.03. ORIENTATION OF BOARD MEMBERS**

In the interest of maintaining an orderly transition of authority, the Board of Trustees shall receive an orientation training on this Code as soon as possible after the beginning of each new term of the Board of Trustees.

#### **SECTION 1.04. DEFINITIONS**

A. Unless context requires otherwise, the following terms shall be defined as indicated.

1. "At-Large Member" means one of the four members of the Board of Trustees who are not elected to specific offices.
2. "Board of Trustees" or "Board" means the governing body of the Confederated Tribes of the Umatilla Indian Reservation, established by Article VI of the Confederated Tribes' Constitution and Bylaws.
3. "Board hearing" means a gathering of the Board of Trustees, authorized by separate legislation, at which the Board hears testimony, views evidence, determines facts, and/or acts as in an adjudicatory capacity as a part of tribal administrative procedure.
4. "Board meeting" means a regular or special meeting of the Board (as established under Article VI, section 4 of the Tribes' Constitution) where the Board may take official action.
5. "Board member", see "Member of the Board", below.
6. "Board resolution" or "Resolution" means a document that records certain official decisions of the Board of Trustees, using a standard format designated by the Board Secretary.
7. "Board work session" or "work session" means a gathering of the Board where the Board conducts discussions and/or receives briefings from staff and others, but does not take official action.
8. "CTUIR" or "Tribes" means the Confederated Tribes of the Umatilla Indian Reservation.
9. "Confidential Document" or "Confidential Exhibit" means a document reviewed or approved by the Board of Trustees which include, but are not limited to the following confidential matters: anticipated legal disputes, pending litigation, settlements, attorney client privileged communications, confidential personnel matters, matters subject to non-disclosure protections, sensitive financial details proprietary to the CTUIR or its entities.

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10. "Constitution" means the Constitution and Bylaws of the Confederated Tribes of the Umatilla Indian Reservation, adopted by the Tribes' General Council on November 4, 1949 and approved by the Secretary of Interior on December 7, 1949, as amended.
11. "Executive session" means a gathering of the Board from which the public and non-essential staff are excluded and no official actions are taken. Executive session applies to confidential matters including, but not limited to anticipated legal disputes, pending litigation, settlements, attorney client privileged communications, confidential personnel matters, matters subject to non-disclosure protections, sensitive financial details proprietary to the CTUIR or its entities.
12. "Ex-Officio Member" means the Chair of the General Council, who, under Article VI, section 2 of the Tribes' Constitution, also serves as an ex-officio member of the Board of Trustees.
13. "General Council" means the political institution created by Article V of the Tribes' Constitution.
14. "General Council Officer" means one of the four people elected to General Council offices: the General Council Chair, the General Council Vice-Chair, the General Council Secretary and the General Council Interpreter.
15. "Informed Policy Making" means information to support reasonably informed decision making.
16. "Management" and "Managerial" means or refer to the control, direction and supervision of Tribal staff, the implementation of Tribal laws and budgets, and short term planning.
17. "Member of the Board", "Board member" or "member" means an officer, an at-large member, or an ex-officio member of the Board of Trustees.
18. "Member of the General Council" means a CTUIR Tribal member of the age of eighteen years or older.
19. "Member of the CTUIR" or "CTUIR member" means a person enrolled in the CTUIR, regardless of age.
20. "Next week" shall mean the week following the week during which action is currently taking place.
21. "Officer" or "Board Officer" means one of the four members of the Board of Trustees who are elected to specific offices: the Board Chair, the Board Vice-Chair, the Board Secretary and the Board Treasurer.
22. "Outside Entity" means any government, agency, business, non-profit corporation, citizens' group or other body that is not a branch of the government of the Confederated Tribes of the Umatilla Indian Reservation.
23. "Policy" means general principles established by the Board of Trustees to guide the management of Tribal affairs. It includes Tribal laws and other guidance promulgated by the Board. A policy is a rule of broad application, not a decision that is specific to a particular incident or person. A policy enunciates general principles rather than deciding the outcome of a specific controversy. Such policy-making is a legislative power. Nevertheless, a "policy statement" by the Board on a matter of external affairs may contain conclusions about how specific controversies should be resolved. Such "policy statements" can be viewed as an exercise of retained executive authority by the Board.

- 24. "Polled action" means a resolution or motion that is adopted by surveying Board members outside of any Board meeting, and which provides an indication of the Board's intent, but is non-binding and does not take effect until ratified by the Board at a Board meeting.
- 25. "Regular Board meeting" or "Regular meeting" means the weekly meeting of the Board of Trustees during which the Board takes official action.
- 26. "Resolution" means a Board Resolution: a document that records certain official decisions of the Board of Trustees, using a standard format designated by the Board Secretary.
- 27. "Special Board meeting" means a meeting of the Board of Trustees which: (1) conforms to the notice requirement of Article VI, section 4 of the Constitution, (2) is held on a date and time other than the date and time when the regular Board meeting is held, and (3) during which the Board takes official action.
- 28. "Subsidiary Body" means an advisory committee, regulatory commission, board of directors, ad hoc committee, task force, or other entity created by the Board of Trustees by its authority under Article VI, Section 1(c) of the Tribes' Constitution and Bylaws.
- 29. "Virtual meeting" means a Regular meeting, Special meeting, or other gathering of the Board of Trustees in which remote, electronic participation is provided to one or more Board of Trustees member. Virtual meetings may occur under the following conditions: (1) Board meetings at which official action will be taken must conform to the notice requirements of Article VI, section 4 of the Constitution; (2) the virtual meeting is held on the date and time as designated on the notice; and (3) each Board member, whether participating in person or virtually, is able to hear the comments, questions and votes of the other Board members and meeting participants.

## **CHAPTER 2. GATHERINGS OF THE BOARD OF TRUSTEES**

### **SECTION 2.01. REGULAR BOARD MEETINGS**

- A. Time and Place. Regular Board meetings shall be held weekly on Mondays in the Board of Trustees Chambers in the Nixyáawii Governance Center. Regular Board meetings may be in person, or may be a virtual meeting held via electronic means, and shall ordinarily begin at 9:00 a.m. and continue until all work is acted upon, although the Board may take breaks for such purposes as lunch, dinner, and other needs.
- B. A regular Board meeting may be deferred to the following Monday if any of the following occur: 1) the Monday falls on a designated holiday, 2) a quorum will not be attainable, 3) it is impossible to meet due to weather-related closure of the office or other emergency, or 4) other reasons as determined by the Board. Whenever possible, the Board shall authorize such a deferral at a prior regular Board meeting. Except in unusual circumstances, the Board shall not defer consecutive regular meetings. Pursuant to Article VI, section 4 of the Constitution and Bylaws, the Board shall assure that at least one regular Board meeting shall occur every month. In circumstances where an in-person quorum is not attainable, the Board may hold a virtual meeting as defined in Section 1.04.
- C. Quorum. As provided by Article VI, section 4 of the Tribes' Constitution, five members of the Board constitute a quorum. A Board meeting shall not be held if a quorum is not present. A quorum may be established through a combination of in-person and virtual attendance.
- D. Minutes. The Secretary or an officer of the Board of Trustees shall assure that a person who is qualified to take minutes is present and taking minutes for each meeting.
- E. Attendees.

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1. On occasion a Board member may be absent from a regular Board meeting when on authorized leave or work-related travel. If unable to attend due to unforeseen circumstances, a Board member (or designee) shall call the main switchboard or send electronic notice to the Board of Trustees and the Office of the Executive Director or his/her designee.
  2. Under ordinary circumstances a staff member should only attend a meeting when the topic for discussion falls within the subject area of their work. Staff in attendance may ask and answer questions or otherwise address the Board when granted permission by the Chair. Staff who wish to attend "as a member of the General Council" may only do so if they are on annual leave or leave without pay. The staff person who is taking minutes may not otherwise participate in the meeting, except to ask and answer questions about the meeting record, procedure and similar matters.
  3. As provided in Article VI, section 4 of the Tribes' Constitution, any member of the General Council may attend a regular or special Board meeting.
  4. As described below, the meeting agenda shall be divided into a public session and a tribal session. Any member of the public may attend the public session. Only tribal members and staff are permitted to attend the tribal session.
- F. Agenda. Under normal circumstances the meeting shall be conducted according to the following agenda. Nevertheless, the Chair may deviate from this agenda as the need arises.

**PUBLIC SESSION**

1. Call to Order
2. Invocation
3. Ascertainment of Quorum
4. Agenda Review
5. Old Business
6. New Business
  - a. Proposed Resolutions
  - b. Other Board Actions
7. CTUIR Executive Director Information

**TRIBAL SESSION**

8. Other Business
  - a. Tribal Entities – Monthly Reports
  - b. Legislative Report
  - c. Executive Director Communication
  - d. WRC Comp Voucher Reports/Requests
  - e. Scheduled Work Sessions
  - f. Board Travel or External Meeting Reports

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- g. Board Leave and Travel or Outside Meeting Requests
    - h. Executive Director Leave and Travel Requests.
  - 9. Review Minutes
  - 10. Next Meeting
    - a. Next Meeting – Date and Agenda Items
    - b. Announcements
  - 11. Adjournment
- G. Old Business. This portion of the agenda shall be used to ratify polled resolutions or actions, resume work on matters tabled at a prior meeting, and so forth.
  - 1. Although their use is discouraged, polled actions via resolution or motions may be used by the Board to take official action. They shall only be used when circumstances require that an official Board decision be taken sooner than a regular or special board meeting can take place. The Board Secretary will confer with the Board Chair to determine whether the matter is suitable for polled action. The polling of Board members shall be conducted by the Secretary of the Board of Trustees, or the Secretary's designee. Polled actions shall be ratified by the Board of Trustees at the next Board meeting. All ratified polled actions by the Board will be included as a numbered Board Action in the Board's minutes and records.
- H. New Business.
  - 1. Submission of Requests. Any person (other than a Board of Trustees Member) requesting an official Board action, such as a work session, the adoption of a resolution, an appointment to a committee or commission, or other action shall file a request with the Secretary of the Board of Trustees. The Secretary shall require any person submitting a request to file the request in proper form. The Secretary shall retain all requests that have been submitted in proper form and shall present them to the Board of Trustees at the appropriate point in each regular Board meeting.
  - 2. Action by the Board. At a Board meeting, Board members shall discuss each proposed resolution or other request for official Board action and take one of the following actions:
    - a. Approve the proposal as presented,
    - b. Approve the proposal with specified modifications,
    - c. Table (defer) further discussion or decision on the proposal until:
      - i. Certain modifications are made,
      - ii. An additional work session can be held, or
      - iii. A subsequent Board meeting, or
    - d. Deny the proposal.
  - 3. Resolutions. Except as specifically authorized by the Board, any proposed resolution (together with any exhibits to the proposed resolution) shall be reviewed by the Board at a work session prior to being placed on the agenda for a Board meeting. At the work session, the format of the resolution will be reviewed for consistency with the standard

format established by the Secretary of the Board of Trustees pursuant to section 2.06, below. Any necessary changes to the content or format of the resolution or exhibits may be noted at the work session. If, at the work session, the Board authorizes the placement of a resolution on the agenda for a subsequent Board meeting, the Board or its delegated staff will coordinate with the person requesting the adoption of the Board resolution to submit a proposed resolution as agreed at the Board work session. If the resolution refers to any exhibits, the exhibits must be submitted along with the proposed resolution. The Board shall defer consideration of any proposed resolution that comes before them lacking an indicated exhibit.

4. Other Board Actions. Other Board Actions include any other official action the Board deems necessary and appropriate to take during the Public Session.
5. Committee / Commission Appointments.
  - a. A person seeking appointment to a committee or commission must submit a properly completed committee/commission application form to the main reception desk of the Nixyáawii Governance Center, or electronically through a designated email address or CTUIR website submission. Persons submitting incomplete applications shall not be considered for appointment.
  - b. The last Monday of each month shall be designated as the day on which the Board makes decisions concerning announcing and advertising advisory committee and regulatory commission vacancies. The Board shall also make decisions on the last Monday concerning appointments to fill vacancies announced the previous month. Vacancy announcements and completed applications must be submitted to the Board of Trustees Secretary on or before the close of business on the Monday preceding the last Monday of a given month in order for the Board to make a decision regarding the advertising of or appointment to a position.
6. Board / Executive Director Travel and Leave Requests. Board members and the Executive Director shall use this portion of the meeting to request Board authorization for any Board-related travel, Personal Leave or Administrative Leave that they plan to take during the week or beyond. Travel or Leave that would result in a Board member missing a regular Board meeting is discouraged. Persons seeking authorization for travel or leave shall complete a Travel / Leave Request Form and submit it to the Board Secretary or his or her designee for Board approval by vote.
7. CTUIR Executive Director's Report. At this point in the agenda, the Executive Director shall inform the Board of any new developments that require Board consideration. The Executive Director shall use a report format determined by the Board. He or she may also request direction from the Board, including official Board Action, as well as discuss the Board schedule and other matters. At the Executive Director's direction, senior staff may also participate in this discussion.
- I. Tribal Entities Monthly Report. At this point in the agenda, the Chief Executive Officers of the CTUIR Entities, the BIA Superintendent, and the Board Treasurer will be scheduled for a rotation of monthly reporting to inform the Board of any new developments that require Board consideration. The CEO/ED shall use a report format determined by the Board. The CEO and BIA Superintendent may also request direction from the Board, including official Board Action, as well as discuss the Board schedule and other matters such as making his or her travel reports if applicable. At the CEO's/ED or Superintendent's direction, other tribal entity staff may also participate in this discussion.
- J. Legislative Report. The Legislative Coordinator shall report on legislative developments in Washington, D.C.; Salem, Oregon; and Olympia, Washington that affect tribal interests, as well as political campaign events and contributions.

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- K. Executive Director Communication. The Executive Director may use this point on the agenda to discuss sensitive matters not appropriate for discussion in the public session.
- L. Scheduled Work Sessions. The Secretary of the Board of Trustees shall review with the Board the work session requests that have been received and the dates and times for which the work sessions have been scheduled. Board members who wish to object to the granting of a work session may do so at this time.
- M. WRC Comp Voucher Reports/Requests. Board members shall use this time to report to the Board any recent use of Wildhorse Comp Vouchers, or request authorization for future use of the Wildhorse Comp Voucher.
- N. Board / Executive Director Travel Reports. At this point in a regular Board meeting, any Board member who has traveled during the past week shall report on his or her activities while on travel status, and shall make the disclosures required by Chapter 4 of this Code.
- O. Announcements. The Board may provide informational announcements for the benefit of the organization. No official Board action may be taken under this agenda item.

#### **SECTION 2.02. SPECIAL BOARD MEETINGS**

As authorized by Article VI, section 4 of the Tribes' Constitution, a special meeting of the Board of Trustees may be called by the Chair of the Board or by written request of any three (3) members of the Board, upon at least two (2) days' personal notice of each Board member of the time, place and purpose of the special meeting. The Board may take any action at a special meeting that it could take at a regular meeting. A special meeting may be scheduled for any time or place, and should use an abbreviated agenda tailored to the purpose for the meeting. The rules listed above concerning quorum, minutes, and attendees of regular Board meetings apply with equal force to special Board meetings.

#### **SECTION 2.03. BOARD WORK SESSIONS**

A Board work session is a gathering of the Board where the Board conducts discussions and/or receives briefings from staff and others, but does not take official action. Consequently, a quorum is not required. When the Board is considering taking action on a complex topic, the Board will ordinarily conduct a work session with staff, committee/commission members and/or others, as appropriate, before taking official action on the matter at a subsequent regular Board meeting. Nevertheless there is no general requirement that the Board conduct a work session on a topic before taking action on it. Applicable briefing materials should be provided to the Board to support Informed Policy Making, and where applicable should include technical, financial, legal and management recommendations.

#### **SECTION 2.04. BOARD HEARINGS**

A Board hearing is a gathering of the Board of Trustees, authorized by separate legislation, at which the Board hears testimony, views evidence, determines facts, and/or acts as in an adjudicatory capacity as a part of Tribal administrative procedure. Examples of Board hearings include hearings conducted by the Board under the Land Development Code, and hearings for the removal of committee or commission members, authorized by the bylaws of the affected committee or commission. Board hearings may be held during a regular or special Board meeting. Alternatively, a hearing may also be held at a different time. In such a case the Board shall finalize its hearing findings and conclusions at the next Board meeting.

#### **SECTION 2.05. EXECUTIVE SESSIONS**

Whenever necessary, in the judgment of the majority of the Board of Trustees, to protect the confidentiality of sensitive information, the Board shall hold private deliberations known as executive sessions. Members of the public, including members of the General Council, are prohibited from attending executive sessions. Staff may only attend if: (1) as a consequence of their job duties they have specialized information concerning the matter being discussed, and (2) they receive permission from the Chair of the Board of Trustees. Because of the unique nature of the attorney-client

relationship, at least one Tribal Attorney shall attend executive sessions, except when specifically excluded by the Chair of the Board. Regular and special Board meetings may not be conducted as executive sessions, although the Board may temporarily recess a regular or special meeting in order to conduct an executive session.

#### **SECTION 2.06. RESOLUTIONS OF THE BOARD OF TRUSTEES**

The Secretary of the Board of Trustees shall designate a standard format which shall be used for all Board of Trustees resolutions and motions. The Secretary may recommend a change in this format from time to time for Board review and approval. The Secretary shall also designate a standard format for "polled" actions. A voting section, recording each Board member's vote, shall be included in each Board motion or resolution.

#### **SECTION 2.07. CANCELLATION OR LIMITATION OF BOARD GATHERINGS DUE TO DEATH OF CTUIR COMMUNITY MEMBER**

- A. For the purposes of this section, the term "community member" shall mean:
1. A CTUIR member who at the time of his or her death was living within the boundaries of the Umatilla Indian Reservation as defined in Article I of the Treaty of 1855, or
  2. A CTUIR member whose funeral service is scheduled to take place within the boundaries of the Umatilla Indian Reservation as defined in Article I of the Treaty of 1855.
- B. In response to the death of a CTUIR community member, gatherings of the Board of Trustees shall be cancelled or limited as follows.
1. No Board gatherings shall be conducted on the same day as the burial of the CTUIR community member, except for time-critical gatherings that are held after the conclusion of the burial services. Board gatherings for this section include Board meetings and work sessions. In the event work sessions that are not time-critical are cancelled under this section, staff may reschedule those matters.
  2. During the period after the death is announced but prior to the burial of a CTUIR member living anywhere:
    - a. Board meetings shall only address action items,
    - b. Board hearings shall be rescheduled and time requirements established by other tribal statutes or bylaws shall be waived.

### **CHAPTER 3. AUTHORITY OF INDIVIDUAL BOARD MEMBERS**

#### **SECTION 3.01. FINDINGS OF THE BOARD OF TRUSTEES**

The Board of Trustees makes the following findings.

- A. As the governing body of the Confederated Tribes the powers of the Board of Trustees, as listed in Article VI, section (1) of the Constitution and Bylaws, include the power to represent the tribe, to manage the affairs of the tribe, to establish committees, enact statutes and to exercise any other powers of the Confederated Tribes.
- B. The Board of Trustees has enacted management policies which delegate certain managerial powers of the Board to subsidiary bodies, the Executive Director and other staff.
- C. Board policy and Board positions require official Board action. Individual Board officers or members have no independent authority other than those specified in the Constitution or those delegated by the Board of Trustees.

- D. The Board's authority to establish Tribal policy includes Board responsibility to monitor the implementation of its policy direction and to revise Tribal policy as events or Tribal needs dictate. Performing these Board functions requires Board members to have access to information and reports so that Board policy is informed and benefits from the work of Tribal programs and employees.

#### **SECTION 3.02. BOARD MEMBERS' INTERACTION WITH STAFF**

Consistent with the Board's constitutionally delegated powers, and with the need to avoid disruption of Tribal programs and staff by individual Board member requests for information and reports, the Board of Trustees hereby establishes the following rules governing the conduct of individual Board members and the Board as a whole:

- A. To facilitate the efficient operation of tribal affairs, Board members and staff are generally encouraged to communicate openly with each other.
- B. The constitutionally delegated powers of the Board of Trustees shall be exercised by developing a Board policy, position, or other decision as an entity. No individual Board member shall attempt to exercise any power delegated to the Board unless authorized by the Constitution or by action of the Board of Trustees.
- C. The Board of Trustees manages the affairs of the tribe and oversees the implementation of Board policy direction. Board members shall not attempt to dictate lower-level managerial decisions, whether supervisory, budgetary or disciplinary.
- D. If requests by an individual Board member for staff information or reports become excessive, senior enterprise management, governmental management or other Board members may ask for clarification of the Board policy or policy position to review the requests.

#### **SECTION 3.03. TEMPORARY DELEGATION OF OFFICER AUTHORITY**

The Board of Trustees recognizes that from time to time individual Board of Trustees officers will be temporarily unavailable to carry out their constitutional duties due to travel, illness, personal leave, or other obligations. In order to maintain the continuity of necessary governmental functions, the following order of delegation of officer authority shall apply:

- A. Chair. Generally, in the absence of the Chair, the Vice-Chair shall act in full capacity of the Chair, including but not limited to signatory authority. If the Vice-Chair is unavailable, the line of succession shall be the Treasurer, the Secretary, and then the at-large Board members in order of total nonconsecutive years served on the Board.
- B. Treasurer. The Confederated Tribes' Fiscal Management Policies delegates certain day-to-day functions of the Treasurer, including certain signatory authority, to the Executive Director and Finance Officer under the oversight of the Treasurer. For those functions that have not been delegated, including but not limited to applicable signatory authority, the following line of succession shall apply: the Chair, the Vice-Chair, the Secretary, and then the at-large members in order of total nonconsecutive years served on the Board.
- C. Secretary. The Confederated Tribes' Board Secretary Procedures Policy delegates certain day-to-day functions of the Secretary to administrative staff. For those functions that have not been delegated, including but not limited to signatory authority, the following line of succession shall apply: the Vice-Chair, the Treasurer, and then the at-large members in order of total nonconsecutive years served on the Board.

#### **SECTION 3.04. OFFICER VACANCIES**

In the event that a vacancy occurs in a Board of Trustees officer position, the Board of Trustees shall, by official action at the next Board meeting after the vacancy arises, promptly designate one of its

members to carry out the constitutional duties of that officer position pending a special or general election to fill the vacancy. If the vacancy is in the Chair position, the Vice-Chair shall serve in full capacity as the Chair, consistent with Article VI of the Constitution and Bylaws and the Board shall appoint one of its at-large members to serve as acting Vice-Chair

#### **CHAPTER 4. TRAVEL REIMBURSEMENT PAYMENTS, HONORARIA, STIPENDS AND GIFTS**

##### **SECTION 4.01. THIRD PARTY REIMBURSEMENT FOR TRAVEL BY BOARD MEMBERS**

- A. All Board travel and costs must comply with the CTUIR Fiscal Management Policies.
- B. Board of Trustees members are encouraged and authorized to seek third party reimbursement for their travel expenses in connection with their travel to a meeting. At no time shall a Board member seek reimbursement from the Confederated Tribes for travel related expenses that have been or will be directly reimbursed by a third party, or for travel expenses that have been or will be paid to vendors on the traveler's behalf (motel, airfare, etc.). If a third party reimburses a Board member for travel expenses for which the Confederated Tribes has already advanced funds to the Board member, then the Board member shall submit to the Finance Office the exact amount of the duplicate reimbursement. The Finance Office will then credit the amount received to the Board member's travel expense line item that was used for that travel.
- C. When it is known that a third party is only going to reimburse a portion of a Board member's travel, the Board member shall direct the third party to remit the reimbursement directly to the Finance Office. The Board member may then submit a Travel Advance or Reimbursement request to the Finance Office for the full amount of the travel. If the third party is unwilling to make the reimbursement directly to the Finance Office and insists on paying it directly to the traveler, then the traveler shall either sign over the reimbursement check or remit funds to the Finance Office in the amount of the reimbursement. Travel reimbursement payments made directly to the Confederated Tribes (either by third parties or by Board members) shall be credited to the travel line item of the Board member whose travel is being reimbursed.

##### **SECTION 4.02. HONORARIA AND STIPENDS**

Board members shall not accept honoraria or stipends for work performed for entities to which the Board member has been appointed by the Board of Trustees. When an organization to which a Board member has been appointed pays an honorarium or stipend for such work, the organization shall be asked to pay the honorarium or stipend directly to the Confederated Tribes, for use by the Board of Trustees and in compliance with the CTUIR Fiscal Management Policies.

##### **SECTION 4.03. REPORTING OF REIMBURSEMENTS, HONORARIA, STIPENDS AND GIFTS RECEIVED**

- A. All reimbursements, honoraria, stipends and gifts received by Board members is subject the conditions below, and to remain consistent with the CTUIR Fiscal Management Policies.
- B. Reporting By Board Members. When reporting on completed travel at a Board meeting, Board members shall disclose the amount of any travel reimbursements they have received (or anticipate receiving) from any outside entities associated with that travel. Board members shall also disclose any travel related services that were paid directly by the outside entity.
- C. Reporting by Finance Office. On a monthly basis the Finance Office shall report to the Board concerning all Board-related travel reimbursements, honoraria and stipends that the Office has received in the prior month.
- D. Reporting Requirement. Board members may accept gifts so long as the Board member reports the gift at the next Board meeting. The Board will determine the disposition of the gift. Personal gifts unrelated to Board service (birthdays, Christmas, family) do not have to be reported.

**SECTION 4.04. DISCLOSURE OF COMMITTEE, COMMISSION AND BOARD MEMBERSHIP**

- A. By February 1st following a General Election the Board Secretary shall publish a list containing the following information:
  - 1. Membership of each Board member on committees, commissions and boards of the Confederated Tribes,
  - 2. Membership of each Board member on all committees, commissions and boards of outside entities, and
  - 3. The frequency of meetings for each committee, commission or board.
- B. The list shall be available for review by the Board of Trustees and tribal membership, and shall be updated monthly.

**CHAPTER 5. BOARD OF TRUSTEES RECORDS POLICY**

**SECTION 5.01. BOARD OF TRUSTEES MINUTES**

- A. Following the approval of the minutes of a Board of Trustees meeting, the Secretary of the Board of Trustees shall insure that copies of the approved minutes of Board of Trustees meetings are available in the Tribal office for review, and that copies are available at no cost for CTUIR members;
- B. The Secretary of the Board of Trustees shall, upon request by a CTUIR member, provide copies of approved Board of Trustees minutes in the same calendar year at no cost;
- C. The Secretary of the Board of Trustees shall, upon request by a CTUIR member, provide copies of minutes of Board of Trustees meetings in prior calendar years to the extent the Tribal Records Management Program possesses and can locate such minutes in its files. Available electronic copies shall be made available to CTUIR members who submit written requests for such minutes. In the event paper copies are requested, the Secretary of the Board of Trustees shall impose and collect a fee in the amount of \$.15 per page for the copying of all such minutes that are requested. In the event that CTUIR Records Management Program staff are required to research files to locate minutes of prior Board of Trustees meetings, such research time shall also be charged at the rate of \$25 per hour. Such reproduction and research fees shall be collected from the person requesting the Board of Trustees minutes prior to the release of the minutes.

**SECTION 5.02. BOARD OF TRUSTEES RESOLUTIONS**

- A. Following approval of a resolution by the Board of Trustees, the Secretary of the Board of Trustees shall insure that copies of the approved resolution are available in the Tribal office for review, and that electronic copies are available at no cost for CTUIR members at the Tribal office.
- B. The Secretary of the Board of Trustees shall, upon request by a CTUIR member, provide electronic copies of any Board of Trustees resolutions in the current year at no cost.
- C. The Secretary of the Board of Trustees shall, upon request by a CTUIR member, provide electronic copies of approved Board of Trustees resolutions from prior calendar years to the extent the Tribal Records Management Program possesses and can locate such resolutions in its files. CTUIR members may submit written requests for paper copies of such resolutions. The Secretary of the Board of Trustees shall impose and collect a fee in the amount of \$.15 per page for paper copies of all such resolutions that are requested. In the event that Tribal Records Management Program staff are required to research files to locate resolutions approved by the Board of Trustees in prior calendar years, such research time shall also be charged at the rate

of \$25 per hour. Such reproduction and research fees shall be collected from the person requesting the Board of Trustees resolutions prior to the release of the resolutions.

- D. Reproduction and distribution of any Board of Trustee resolution shall be governed by this policy unless the Board of Trustees expressly restricts or prohibits reproduction or distribution of a resolution within the body of a particular resolution. Confidential Exhibits or Confidential Documents will not be released or distributed. In such event, the specific instructions restricting or prohibiting release of such resolution shall supersede this policy.

#### **SECTION 5.03. ATTACHMENTS TO BOARD OF TRUSTEES RESOLUTIONS**

- A. Attachments to resolutions shall be governed by the same policy that applies to the availability and release of Board of Trustees resolutions set forth in section 5.02, above, except that the following confidential attachments shall not be released:
1. The attachment is a contract or commercial agreement;
  2. The attachment is a document involving Tribal finance, investments or enterprises;
  3. The attachment is a document involving confidential or sensitive personnel, social services, medical, law enforcement or related protected information;
  4. The Board of Trustees has expressly restricted the public release of an attachment within the body of a resolution approving the attachment; or
  5. The Board of Trustees is prohibited by Tribal or other applicable law from release of information contained in the attachment.

#### **SECTION 5.04. INDICES OF BOARD OF TRUSTEES RESOLUTIONS**

The Executive Assistant to the Board of Trustees shall establish and maintain an index of Board of Trustees resolutions as they are enacted on a year-by-year basis. The index shall identify the resolution number, date of enactment, and brief summary of the subject matter of the resolution. An index of Board of Trustees resolutions enacted in the previous calendar year shall be made available to members of the Confederated Tribes at the Administrative Office in the Nixyáawii Governance Center in January of each year at no cost. To the extent indices for prior years have been developed and are maintained by the Tribal Records Management Program, such indices shall be made available, upon request by a Tribal member, under the same financial terms as are copies of prior year Board of Trustees minutes set forth in section 5.01(c), above.

#### **SECTION 5.05. TRIBAL COMMITTEE OR COMMISSION ACCESS TO BOARD OF TRUSTEES DOCUMENTS**

Any Tribal Committee or Commission possessing policy guidance or regulatory authority in connection with a Tribal program or project shall have access to any Board of Trustees meeting minutes, resolutions and associated attachments that pertain to the Tribal program or activity within the Commission or Committee's jurisdiction at no cost. Such requests shall be filed with the Tribal Records Management Program.

#### **SECTION 5.06. TRIBAL EMPLOYEE ACCESS TO BOARD OF TRUSTEES DOCUMENTS**

Tribal employees working on a Tribal program or project that is directly affected by an official action of the Board of Trustees, may have access to any relevant Board of Trustees minutes, resolution and associated attachments at no cost. Such requests shall be filed with the Tribal Records Management Program.

**SECTION 5.07. ADMINISTRATION OF BOARD OF TRUSTEES RECORDS POLICY**

The Secretary of the Board of Trustees shall be responsible for the administration of this Board of Trustees Records Policy. The Tribal Records Management Program shall assist in such administration as directed by the Secretary.

**SECTION 5.08. AUTOMATION OF BOARD OF TRUSTEES RECORDS**

The Executive Director may authorize, in conformance to the limitations within this Chapter, the automation of Board of Trustees Resolutions, Resolution Exhibits and Attachments with viable and secure technological resource capacities including a CTUIR website.

**CHAPTER 6. PERSONNEL PROCEDURES OF THE BOARD OF TRUSTEES**

**SECTION 6.01. FINDINGS**

- A. Board members are unlike tribal staff in many ways. Board members serve their two year terms in accordance to the CTUIR Constitution and must be re-elected to new terms to retain their positions.
- B. In other ways, Board members are similar to staff. Like staff, Board members occasionally need to take time off of work due to illness, family duties, and to refresh themselves.
- C. Because of their many distinctions from staff, Board members are not covered by the Tribal Personnel Policies Manual (TPPM). Therefore the Board has adopted specific guidelines set out below.

**SECTION 6.02. TIMEKEEPING**

Board members shall record their actual hours worked on semimonthly timesheets. When designating hours worked, any time spent performing duties related to their Board positions shall be counted, whether during regular working hours or at other times. Examples of duties related to their Board positions include attending funerals of tribal members who are not family members. Examples of activities that cannot be counted as work time include campaign activities associated with elections of the Confederated Tribes, or activities that are engaged in a non-official capacity because of personal or family interest.

**SECTION 6.03. NOTIFICATION OF ABSENCE**

Generally Board members shall request leave of the Board in advance at a Board Meeting. If unable to attend to Board duties due to unforeseen circumstances, a Board member (or designee) shall call the main switchboard or send electronic notice to the Board of Trustees and the Office of the Executive Director administrative staff.

**SECTION 6.04. PAID TIME OFF**

- A. Holidays.
  - 1. Board members may take time off with pay for the holidays designated below.
    - a. New Year's Day,
    - b. Martin Luther King Day,
    - c. Presidents Day,
    - d. Memorial Day,

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- e. Treaty Day – observed on the Monday or Friday closest to June 9, and if June 9 occurs on a Wednesday, then the holiday shall be on the Friday following,
  - f. Juneteenth – observed on June 19,
  - g. 4th of July,
  - h. Labor Day,
  - i. Indigenous Peoples’ Day – observed October 11,
  - j. Veterans Day,
  - k. Thanksgiving Day,
  - l. Day After Thanksgiving (In lieu of Columbus Day),
  - m. Christmas,
  - n. Birthday (Day before, day of, or day after),
- 2. The Chair of the Board of Trustees may designate certain days as Tribal holidays. Board members will be given time off with pay for all designated Tribal holidays.
  - 3. If any holiday falls on Sunday, it will be observed on the Monday immediately following. If any holiday falls on a Saturday, it will be observed on the Friday immediately preceding.
  - 4. A Board member will not be charged for approved Personal Leave days which occur on holidays.

**B. Administrative Leave.**

- 1. When Provided. Board members are entitled to take administrative leave for the following:
  - a. Death in the Board member’s immediate family. The Board member may be eligible for ten (10) working days of Administrative Leave.
  - b. Death in the Board member’s spouse's immediate family. The Board member may be eligible for ten (10) working days of Administrative Leave.
  - c. Inability to travel to work safely because of unusually severe weather or natural disaster, authorized by the Executive Director for up to 37.5 hours.
- 2. Immediate Family Defined. Immediate family members are as defined in the CTUIR Tribal Personnel Manual.

**C. Personal Leave.**

- 1. Definition. In lieu of Annual (vacation) Leave, Sick Leave and Traditional Leave, Board members shall be entitled to take Personal Leave. Personal Leave may be used for any purpose (e.g. vacation, illness, family events, etc.) for which a Board member desires to have paid leave from Board duties.
- 2. Accrual and Use. Upon being sworn into office, each Board member shall accrue seven weeks (262.5 hours) of Personal Leave which the Board member may take during the Board member’s first year in office, dated from the date of being sworn in. This is equivalent to the amount of vacation and sick leave that a long-term tribal employee

receives in a year. On the Board member's first anniversary of being sworn in, each Board member shall accrue a new seven weeks (262.5 hours) of Personal Leave.

3. Limitations on Use. Any leave taken in excess of 262.5 hours in a year shall be taken as leave without pay. Hours not used during any particular year are lost at the end of that year and are not carried over from year to year. Board members are not authorized to obtain cash pay-outs for their unused Personal Leave. Board members are not authorized to donate leave to staff or receive donations of leave from staff, but may donate leave to (and receive leave from) each other.
- D. Unemployment Transition Assistance. In recognition that Board members do not qualify for unemployment compensation, Board members who complete their Board term but do not serve on the following Board shall be paid the equivalent of 225 hours (six weeks' salary) at the end of their term. This shall be for the purpose of providing them with income for a short period while they transition to private life.

#### **SECTION 6.05. FRINGE BENEFITS**

- A. Social Security. IRS policy prohibits Board members from participating in Social Security unless the Board enters into a voluntary coverage agreement with the U.S. Social Security Administration consistent with Sections 210 and 218A of the Social Security Act. Board members who have formerly participated in Social Security remain qualified to use the benefits earned during that employment.
- B. Unemployment Compensation. The tribe contracts with the state of Oregon to provide unemployment benefits for employees. Board members do not qualify for these benefits.
- C. Family Medical Leave. Family Medical Leave is not applicable to Board members.
- D. 401(k). Board members are eligible to participate in the tribal 401(k) program.
- E. Insurance. Board members are eligible for the tribe's health and life insurance benefits.
- F. Worker's Compensation. Board members are part of the Confederated Tribes' worker's compensation pool and are eligible for benefits.

## APPENDIX A

### LEGISLATIVE HISTORY

## **BOARD OF TRUSTEES PROCEDURE CODE**

### **LEGISLATIVE HISTORY**

In Resolution No. 99-105 (December 27, 1999), the Board of Trustees of the Confederated Tribes of the Umatilla Indian Reservation enacted a document named the "Board of Trustees Procedures." The resolution specified that the Board would use the procedures contained in the document on an interim basis, subject to on-going modification by the Board, until June 30, 2000.

In Resolution No. 00-88 (September 11, 2000), the Board enacted a revised version of that document, entitled the "Board of Trustees' Procedure Rules", which governed certain Board procedures on an on-going basis.

In Resolution No. 03-089 (October 6, 2003) the Board enacted a revised version of the Board of Trustees' Procedure Rules, entitled the "Board of Trustees' Procedure Code". In Resolution No. 08-007 (February 25, 2008) the Board enacted Chapter 4 (concerning honorariums) to the Code.

In Resolution No. 09-087 (July 6, 2009), the Board of Trustees amended the Code to correct the agenda order for weekly meetings, and to insert the Board of Trustees Records Policy (Resolution 01-100) as a new Code chapter.

In Resolution No. 09-110 (August 31, 2009), the Board of Trustees added a new section 2.01(G)(4) to the Code, altering the process whereby the Board advertises and fills vacancies on tribal advisory committees and regulatory commissions.

From February through November, 2010, the Board of Trustees conducted a series of eight work sessions and a two – day retreat to review the Board of Trustees Procedures Code. These resulted in comprehensive revisions to the Board of Trustees Procedure Code, which the Board enacted in Resolution No. 10-095 (November 22, 2010).

In Resolution No. 12-029 (April 30, 2012), the Board of Trustees made technical amendments to sections 2.01(H) and (M) to add the Deputy Executive Director to the list of CTUIR employees required to request and report travel activities to the Board – consistent with amendments to the Executive Management Policy approved by the Board on October 3, 2011. Additionally, the Board of Trustees amended section 5.04 to reflect the proper title of the employee position responsible for establishing and maintaining indices of Board resolutions, as well as the proper title of the CTUIR governance center.

In Resolution 16-066 (October 24, 2016), the Board of Trustees enacted a new section 3.03 adopting a formal policy concerning the temporary delegation of Board of Trustees officer duties during routine absences. The Board of Trustees also enacted section 3.04 concerning the appointment of temporary officers during longer-term officer vacancies.

In Resolution 21-032 (April 5, 2021), the Board of Trustees approved amendments to the Board of Trustees Procedure Code to clarify certain sections and to update the agenda for official Board of Trustees meetings.

In Resolution 23-003 (January 9, 2023), the Board of Trustees approved amendments to the Board of Trustees Procedure Code to facilitate a pilot program of semimonthly regular Board of Trustees meetings and to clarify requirements for remote meeting participation.

In Resolution 23-093 (December 18, 2023), the Board of Trustees approved amendments to the Board of Trustees Procedure Code reverting to a weekly regular Board of Trustees meeting schedule.