

# Bastrop EDC Board Meeting Policies & Procedures - #2017-0001

## I. Meetings

1. The Bastrop Economic Development Corporation (EDC) Board of Directors shall adopt a schedule for regular meetings, including date, time, and location, in accordance with the Bylaws of the Bastrop EDC.
2. All meetings and deliberations of the Board shall be called, convened, held and conducted in accordance with the requirements of the Texas Open Meetings Act and applicable State Law.
3. Directors shall be expected to regularly attend all Board meetings. Special consideration can be granted for absences for good cause. The Council shall be advised of and may remove any Director who is absent from three (3) consecutive regular or special meetings, or 66% of total meetings, in accordance with the Bylaws of the EDC.

It shall be the Secretary and/or Assistant Secretary's responsibility to monitor and report attendance, as required and/or necessary.

## II. Agenda Preparation

1. The Executive Director in cooperation with the Executive Committee shall have administrative oversight in preparing meeting agendas.
2. Any individual or group who wishes to have an item of business placed on the agenda shall make a written request to the Executive Director. The request must be in writing and must state the nature of the matter so that the Executive Director and/or appropriate staff will have an opportunity to prepare and/or assist in the preparation of the appropriate materials for the Board's consideration. The request must be received by the Executive Director no later than ten (10) days prior to the meeting, in accordance with the Bylaws of the EDC.
3. If appropriate, the Executive Director will resolve requests that do not require Board action. If Board action is required, the Executive Director, in consultation with the Executive Committee, will determine when the individual or group should be placed on the agenda. The time limit for any individual or representative addressing the Board shall be five minutes, unless the Chair permits additional time.
4. Agenda packets, prepared by the EDC staff, shall include as much background information on the subject as is available and feasible, for each item of business placed on it. The agenda shall be posted at the Bastrop EDC offices, at Bastrop City Hall, and on the Bastrop EDC's website at least 72 hours prior to the meeting.

### III. Meeting Decorum

1. The purpose of the Meeting Decorum policy is to establish rules of decorum for members of the public attending and/or addressing the Bastrop EDC in a public meeting. The policy is intended to facilitate the conduct of public meetings in an open and orderly manner and in an environment safe for all persons in attendance, and to promote open meetings that welcome debate of issues being discussed by the Bastrop EDC Board in an atmosphere of fairness, courtesy, and respect for differing points of view.
2. Public Meeting Decorum:
  - a) Persons in the audience will refrain from behavior which will disrupt the public meeting. This will include making loud noises, clapping, booing, hissing, shouting, or engaging in any other activity in a manner that disturbs, disrupts or impedes the orderly conduct of the meeting.
  - b) Persons in the audience will refrain from creating, provoking or participating in any type of disturbance involving unwelcome physical contact.
  - c) Persons in the audience will refrain from talking on cell phones while the meeting is in session.
  - d) The Chair may rule out of order any comments made that are rude, inappropriate, or intended to harass any person or group of people or that are not addressed to the entire Board, and is authorized to take reasonable and appropriate measures to ensure compliance with these rules.
  - e) Failure to comply with this Public Meeting Decorum Policy which will disturb, disrupt or impede the orderly conduct of the meeting may result in removal from the meeting and/or possible arrest.

### IV. Public Addressing the Board

1. Public Comment Period
  - a) For persons wishing to address the Bastrop EDC Board on items not listed on the agenda, the speaker should complete a "Request to Speak" form and submit to the Board Chair or designated staff member:  
  
**For Public Comments, the completed "Request to Speak" form should be submitted before the meeting being called to order by the Chair.**
  - b) The time limit for any individual or representative addressing the Board shall be three minutes, unless the Chair approves additional time.
  - c) Directors and staff may not comment on matters brought to the Board during the public comment period.
  - d) Speakers' comments should be addressed to the full body. Requests to engage any specific Board member(s) or staff in conversation will not be honored. Abusive language will not be tolerated.

- e) Speaker should provide their name and address at the beginning of their remarks for the formal record.
- f) Speakers and any other members of the public will not approach the Board at any time without prior consent from the Chair of the meeting.

## 2. Agenda Item Comments

- a) For persons wishing to address the Bastrop EDC Board on agenda items, the speaker should complete a “Request to Speak” form and submit to the Board Chair or designated staff member:

**For Agenda Item Comments, the completed “Request to Speak” form should be submitted before the agenda item being called for consideration by the Chair.**

- b) Generally, once an agenda item is called for consideration by the Chair, the following sequence shall occur:
  - i. Presentation of the agenda item by EDC staff and/or requestor,
  - ii. Board questions and answers related to the presentation of the agenda item,
  - iii. Public comments on the agenda item,
  - iv. Board consideration of action related to the agenda item:
    - Motion and second
    - Debate
    - Vote
  - v. The Board shall consider only one single motion and second at a time.
- c) The time limit for any individual or representative addressing the Board shall be three minutes and limited to the agenda item under consideration, unless the Chair approves additional time.
- d) Abusive language will not be tolerated.
- e) Speaker should provide their name and address at the beginning of their remarks for the formal record.
- f) Speakers and any other members of the public will not approach the Board at any time without prior consent from the Chair of the meeting.

## V. Officers

- 1. The officers of the Board shall be Chair, Vice-Chair, Secretary and Treasurer as prescribed in the bylaws of the Corporation.
- 2. The Presiding Officer shall preside at the meetings of the Board and shall have the following powers:
  - a) To call the meeting to order and adjourn at the conclusion of business or in an emergency;
  - b) To rule motions in or out of order, including the right to rule out of order any motion patently offered for obstructive or dilatory purposes;

- c) To determine whether a speaker has gone beyond reasonable standards of courtesy in his/her remarks and to entertain and rule on objections from other members on this ground;
  - d) To call a brief recess at any time.
3. In accordance with the Bylaws of the EDC, at all meetings of the Board, the chair shall preside and, in the absence of the Chair, in the order of availability, the Vice-Chair, the Treasurer or the Secretary shall exercise the powers of the chair.

In the absence of an officer, the Board shall elect a Presiding Officer from the attending membership.

#### **VI. Action by the Board**

1. The Board shall proceed by motion. Any Director, including the Chair, may make a motion.
2. A Director may make only one motion at a time.
3. The Chair shall preside over the debate.
4. A motion shall be adopted by a majority of the votes present.

#### **VII. Closed/Executive Sessions**

The Bastrop EDC Board of Directors shall have the authority to meet in closed/executive session pursuant to the Texas Local Government Code, Chapter 551.

#### **VIII. Quorum**

In accordance with the Bylaws of the EDC, a majority of the Directors shall constitute a quorum for the conduct of official business of the Corporation. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law, or is otherwise required within the Bylaws of the EDC.

#### **IX. Recording of Meetings**

1. Any radio or television station is entitled to broadcast all or any part of an official meeting of the Board that is required to be open to the public. Any person may photograph, film, tape record, or otherwise reproduce any part of a meeting required to be open.
2. The Chair and/or designee reserves the right to designate where any and all broadcasting, photographing, filming and/or recording devices and operating personnel may be placed and/or displaced at any meeting required to be open.

3. The Bastrop EDC shall contract with the City of Bastrop's local BTXN television station to videotape public meetings.

**X. Meeting Minutes**

1. Minutes shall be kept of all meetings of the Board of Directors.
2. Closed session minutes will be kept as required by law.
3. Draft minutes become official upon Board approval.

**XI. Records Retention**

1. The Bastrop EDC shall adhere to the Texas State Library and Archives Commission schedule for local government.
2. Video recordings are retained by the City of Bastrop's local BTXN television station according to their records retention schedule.

# Bastrop EDC Corporation Governance Policies & Procedures #2017-0002

## **I. Appointments**

Appointments to the Bastrop Economic Development Corporation (EDC) Board are made by the Governing Body of the City of Bastrop, according to State Law and the Bastrop EDC Articles of Incorporation and Bylaws.

## **II. Conflicts of Interest**

1. Directors of the Board shall sign a Conflict of Interest statement upon appointment to the Board.
2. In accordance with the Bylaws of the EDC, the Directors are subject to the City's Code of Ethics Policy, set forth in the City's Code of Ordinances, Article 1.15, et seq., and shall conform thereto for purposes of addressing potential and/or actual conflicts of interest.
3. In the event that a Director is aware that he or she has a conflict of interest and/or potential conflict of interest as defined by State Law and/or the City of Bastrop's Ethics Policy of the City Code of Ordinances, with regard to any particular matter or vote before the Board, the Director shall bring the same to the attention of the Chair and/or Executive Director and shall abstain from discussion and voting thereof.
4. If any Director or member of the public believes that any Director may have a conflict of interest on a matter before the Board, he/she is advised to inform the Chair and/or Executive Director in writing.
5. Any questions or complaints regarding possible ethics violations shall be conveyed in writing to the City Attorney, pursuant to the City of Bastrop's Code of Ethics Policy.

## **III. Duties of the Board**

Directors serve as voting members of the Board of Directors of the Bastrop EDC, developing policies, procedures and regulations, and monitoring financial performance of the Corporation.

1. Directors shall have the following obligations to the Corporation:
  - a) Be knowledgeable and support the mission, purpose and goals of the EDC.
  - b) Discharge the duties of a Director as outlined in the applicable state statutes, Articles of Incorporation, Bylaws, and these Policies & Procedures.
  - c) Have oversight of the Executive Director tasked with carrying out the day-to-day operations of the Corporation.

- d) Participate in the establishment and adoption of policy and procedures of the Corporation.
  - e) Monitor the financial performance of the Corporation.
  - f) Participate in the development of the economic development strategy and monitor the performance of the Corporation in fulfilling its mission, purpose and goals.
2. The Board shall adopt an annual plan of work for the Corporation, which shall include an annual budget, and the goals which the Board deems necessary to accomplish its overall economic development mission.
  3. The Board shall approve the expenditure of funds in accordance with all applicable laws and these Policies & Procedures.
  4. In accordance with the adopted mission, the Board shall promote projects or programs that directly accomplish or aid in the accomplishment of creating or retaining jobs and capital investment, including educational, job training or planning and research activities necessary to promote job creation or retention. The Corporation's focus of economic development will be primarily in the areas of:
    - a) Primary job and capital investment creation, including business retention and expansion of existing primary industries and new enterprises and their job creation.
    - b) Non-primary industry business development, including existing business retention and expansion, small business development, and retail and destination development.
    - c) Community development, including infrastructure development within applicable laws.
    - d) Development and re-development within the community.
    - e) Education and workforce development supporting local industry.

#### **IV. Committees**

1. The officers of the Board shall comprise the Executive Committee of the Board.
2. The Board may create standing and/or *ad hoc* committees as needed. The Board Chair may appoint Directors and/or members of the public to committees as needed.

#### **V. EDC Staffing and Job Descriptions**

1. The Board shall approve the staffing level of the EDC during the annual budget process.
2. The Board shall enter into a written employment contract with the Executive Director.
3. The EDC staff shall be subject to the personnel policies of the City of Bastrop except where preempted by these Policies & Procedures or other written contracts as approved by the Board.
4. Job descriptions of each approved position shall be made available upon request.

# Bastrop EDC Financial Policies & Procedures - #2017-0003

## I. Financial Administration

The Bastrop Economic Development Corporation's financing and accounting records shall be maintained according to the following guidelines:

1. The Corporation shall contract with the City of Bastrop for financial and accounting services. The City's finance department shall produce monthly financial reports to be distributed to the Board of Directors.
2. The EDC will comply with the City of Bastrop's financial policies except when preempted by the adopted Financial Policies & Procedures of the Corporation and allowable by law.
3. In accordance with the Bylaws of the EDC, the Board shall cause to be prepared, and shall submit to the City Council of the City, a budget for the forthcoming fiscal year, and in accordance with the annual budget preparation schedule set forth by the City Manager.
4. The Executive Director shall have the authority to make purchases and sign contracts up to the value of ten thousand dollars (\$10,000), on behalf of the Corporation.
5. Internal Financial Control Policy related to annually budgeted "Contingency Funds".
  - a) The Bastrop EDC Executive Director and/or staff may remove, commit, obligate or spend funds held by the EDC as "Contingency Funds" in an amount not to exceed \$1,000, after obtaining prior written approval of the EDC Board Chair. (IFC #1)
  - b) Neither the Executive Director nor the staff of the Bastrop EDC may remove, commit, obligate or spend more than \$1,000 of the funds held by the EDC as "Contingency Funds" without prior notice to and formal approval by a majority vote of the EDC Board of Directors. (IFC #2)
6. Internal Financial Control Policy related to "reserved" or "restricted funds" of the Corporation.
  - a) Certain Bastrop EDC funds, commonly referred to by the Board of Directors as "reserved" or "restricted funds", may be placed in alternative investment options/instruments, when jointly agreed upon by and between the Board Chair, Executive Director and the City of Bastrop's Director of Finance, so long as the alternative options/ instruments selected for such placement have been formally approved and adopted by the City of Bastrop for its municipal Financial Investment Policy. (IFC #3)



## **II. Contracted Services**

### **1. Legal Services**

- a) The Corporation shall contract with an attorney who has experience with economic development and municipal law.
- b) There shall be a written engagement between the Bastrop EDC and the attorney and/or firm.
- c) The Executive Director, in consultation with the Executive Committee, shall have the authority to contract with outside legal counsel when in his/her opinion a project and/or legal matter would benefit from such counsel.
- d) Directors are advised to contact the Executive Director of the Corporation regarding legal matters to avoid duplicative communications with legal counsel. In matters related to the performance of the Executive Director, the Directors are advised to contact the Chair of the Board.

# Bastrop EDC Travel Policies & Procedures #2017-0004

The Bastrop Economic Development Corporation (EDC) participates in a variety of activities that require staff or directors to travel on behalf of the organization. Since staff and directors are frequently required to travel, attend local meetings, or otherwise incur expenses in the interest of the EDC, it is necessary to establish standard regulations governing the behavior, expectations, and expenses associated with this travel. To provide uniformity, the following procedures will be followed by all EDC representatives.

## I. Code of Conduct

All representatives of the Bastrop EDC and participants in travel sponsored by the EDC are expected to commit to the following:

1. Show respect for every representative of the Bastrop EDC and business associates encountered while traveling by refraining from all forms of intimidation, sexual and physical harassment, and acts of prejudice that infringe upon the rights of others.
2. Refrain from causing physical injury to themselves and others. A representative will be held financially and legally responsible for any and all damage inflicted upon other persons.
3. Refrain from causing damage to real or personal property of others. A representative will be held financially and legally responsible for any and all damage inflicted upon the property of others.
4. Preserve the quality of facilities visited during their travels.
5. Respect cultural differences. This includes observing the proper etiquette in business/ social settings, e.g. being punctual for appointments, not speaking out of turn, etc.
6. Refrain from irresponsible behavior, including the inappropriate or excessive consumption of alcohol.
7. Refrain from behaving in ways that would be considered unprofessional or tarnish the reputation of the Bastrop EDC.

- ## II. Travel Arrangements:
- The Staff of the Bastrop EDC will handle all travel arrangements for EDC events. The most economical means of travel to and from the destination will be utilized, while accounting for the preferences and schedules of EDC representatives.

1. **Commercial Airlines:** The Bastrop EDC will pay for air coach tickets only. If a representative wishes to upgrade their tickets, they must pay for this expense out of pocket.
2. **Personal Vehicles:** The Bastrop EDC will pay a per mile rate based on the amount authorized by the Internal Revenue Service. Mileage will be limited if a representative chooses to drive when air travel would have been cheaper or more timely. It is recommended that EDC representatives attempt to carpool if possible.
3. **Taxis, Transportation Network Companies (TNC) and other Chauffeured Services:** If an EDC representative is not in possession of or in the same vehicle as a representative with an EDC credit card, the Bastrop EDC will reimburse a representative's taxi, TNC, chauffeured vehicle services, and bus fares for required transportation. Representatives are encouraged to utilize the most economic transportation method and carpool if possible. Receipts must be provided for reimbursement.
4. **Vehicle Rental:** The Bastrop EDC prefers not to rent vehicles unless otherwise necessary. If necessary, the EDC has a corporate account and staff will take care of making reservations. This account includes vehicle insurance, so the EDC representative does not need to purchase additional insurance. In accordance with rental company regulations, the vehicle rental must be paid for with a credit card in the name of the person renting the vehicle. If an EDC representative is renting a vehicle and does not have an EDC credit card issued in their name, the expenses associated with renting the vehicle will be reimbursed to the representative.
5. **Parking:** The Bastrop EDC will pay for airport parking, in long-term parking lots only, as required while a representative is out of town. If a representative parks in a more expensive lot, the EDC will reimburse at the lower parking rate. While at the destination, the EDC will also pay for required parking fees for personal or rented vehicles. EDC representatives shall choose the most economical parking options while at their destination.
6. **Lodging:** The Bastrop EDC Staff will handle making lodging reservations on behalf of EDC representatives. EDC representatives shall make their lodging accommodation preferences known at the request of EDC staff. The EDC will attempt to pay for lodging on an EDC issued credit card; however, if an EDC representative must pay for lodging on their own credit card they will be reimbursed.
7. **Per Diem:** The Bastrop EDC will provide representatives with a per diem that is in accordance with the U.S. General Services Administration Per Diem Rates for the appropriate fiscal year and destination city.
8. **Registration Fees:** The Bastrop EDC will pay registration fees associated with EDC related activities. These shall be prepaid in most circumstances.

9. **Entertainment Related Marketing Expenses:** EDC staff will attempt to anticipate entertainment expenses related to marketing Bastrop and seek prior approval from the Chair and/or Treasurer. In the event a qualified prospect orders alcohol while being entertained by EDC representatives, staff may use reasonable judgement in paying the related expense. Representatives may not otherwise use EDC funds for the purchase of alcohol for personal consumption.

10. **Other Expenses:** The Bastrop EDC will not pay for expenses unless it is specifically related to the purpose of the trip and/or event.

III. **Approval of Travel Expenditures:** Travel expenses will be reconciled and reviewed by the Chair and/or Treasurer for compliance with this policy.

IV. **Attendance by Non-EDC appointed Representatives:** The Bastrop EDC acknowledges that non-EDC representatives (e.g. spouses, significant others, or relatives) may travel with EDC representatives. Non-EDC appointed representatives must purchase and pay for all of their travel accommodations and associated expenses themselves. If the attendance of non-EDC appointed representatives increases the cost of travel accommodations for the EDC portion of the trip, these additional costs will need to be reimbursed to the Bastrop EDC. Non-EDC appointed representatives must not interfere with the schedule of EDC representatives, and while they may attend extracurricular and after hours activities, they must conduct themselves in the same professional manner as the EDC representatives.