Anticipate
As you manage your pool governance, consider and prepare for:

- What board members are saying about each other privately
- “Hot button” issues coming up on future agendas
- The current political climate of your pool, your board, and your members
- Individual board member demeanor, risk/conflict tolerance, values, and promises made to constituents

Adopt key governance policies
Before conflict arises, make sure your pool governing board policies include key written elements to help avoid conflict, including:

- Clearly stated purpose of the governing body
- Expectations the Board “speak with one voice”
- Board member ethics expectations
- Board member adherence to pertinent legal statutes and pool policies, including “sunshine” laws if applicable
- Conflict of interest policy, distributed and signed annually by each board member
- How governing body members should communicate with and treat each other
- How governing body members should interact with, communicate with and treat staff
- Annual governance policy training (this frequently leads to critical discussion and overall board ownership of the policy)
- Self-imposed consequences for violations
- Regular governance self-assessment

Avoid potential legal issues
Legal matters can often lead to conflict. Some issues to avoid are:

- Statements against the pool's interest (ex: “we really messed this up”)
- Instigation, support, or assistance provided by the pool to third parties suing a board member
- Defamatory statements by board members, staff or the pool
- Wrongful terminations of the top pool executive or even staff the board does not hire
- Violation by board members, staff or the pool of transparency, ethics, or public disclosure laws

In some cases board members may report fellow board members to legal authorities. If the pool is properly prepared by anticipating potential issues, enacting key governance provisions and working to avoid potential legal issues, this risk should be minimal.
**SAMPLE governance policy language**

*Disclaimer: Any information presented is for illustrative purposes only, is not necessarily applicable to your situation, and does not constitute legal advice. Check with your legal counsel before proceeding with any potential changes to your pool governance.*

*Clearly stated purpose of the governing body*
A written policy that identifies, defines and clearly communicates the purpose, values, and vision of the Pool along with the results the Pool is to achieve, including but not limited to:
- Hiring, evaluating, and terminating (if necessary) the Executive Director.
- Ensuring accountability for the financial oversight of the Pool.
- Focusing on strategic leadership and not administrative detail.
- Encouraging diversity of viewpoints.
- Maintaining clear distinction of Board and Executive Director roles.
- Focusing on the future more than the past or present.
- Being proactive instead of reactive.

*Expectations the Board “speak with one voice”*
When a Board member engages in communication of any type, he or she must recognize at all times that, in the eyes of the public, Board members are likely to be perceived as speaking as a Pool Board Member and, as such, their communication will reflect on and impact the other Board members and Pool staff.

In their interactions with the general public, media or other entities, Board members must recognize the same limitation and the inability of any Board member to speak for the Board except to express and comment on actual Board decisions or as otherwise allowed in this policy.

When communicating on matters on which the Board has taken a formal position, it is acknowledged that any written correspondence be done under the signature of the Board President or entire Board, or by the Executive Director on behalf of the Board. Such written correspondence should be on Pool letterhead.

In the event the majority of the Board has not taken a position on an issue, or has taken a position different from an individual’s position, the Board member holding a minority position, or any opinion on a matter not yet before the Board for a decision, should, in any communication or correspondence on that matter clearly state that his or her opinion is their own, and is not the position of the Board or Pool as a whole, except to the extent allowed in this policy. Pool letterhead shall not be used for such written communication.

Only decisions and instructions of the Board members acting as a Board are binding on the Pool’s Executive Director, General Counsel, and Auditor except in instances when the Board has specifically delegated the exercise of such authority to individual Board members.

The Board acknowledges the right of each Board member to formulate and publicly express individual opinions regarding issues germane to their duties as Board Members. The Board further recognizes that Board members may articulate individual opinions on other matters of civic affairs or public interest not directly related to their duties as Board members.

*Board member ethics expectations*
Board members shall at all times conduct themselves with civility and respect to one another, to Pool management and staff, and to members of the public.

Board members shall not engage in nor encourage actions by others in any retaliatory conduct against any Pool employee, including the Executive Director, General Counsel and Auditor, or any other Board member. This includes any action against Pool employees taken as a result of that employee reporting incidents of misconduct or violations of Pool policies by any Board member or other Pool employee.
Board members shall refrain from using public or pool facilities for personal gain.

*Board member adherence to pertinent legal statutes and pool policies, including “sunshine” laws if applicable*

Board members shall conduct themselves in accordance with all laws, including but not limited to, the [applicable state law], [alphanumeric law code] and the [applicable state law], [alphanumeric law code], and in accordance with the provisions of this Policy.

*Conflict of interest*

Board members shall demonstrate loyalty to the interests of the Pool. This supersedes any conflicting loyalty such as that to advocacy or interest groups, personal or business interests, and membership on other Boards, or employment situations that may have interests adverse to the Pool and its ratepayers. It also supersedes the personal interest of any Board member as a consumer of the Pool’s products and services.

In order to maintain open communications and prevent misunderstandings, and as a courtesy to the other Board members and Pool management and staff, Board members should disclose on the record at their meetings any communications they may have had with others on matters relating to the Pool.

*How governing body members should communicate with and treat each other*

The Board’s governance will focus on external goals rather than internal details, encouragement of diverse viewpoints rather than single-mindedness, strategic leadership rather than administrative detail, acknowledging and respecting the clear distinctions between the roles and responsibilities of the Board and Executive Director, maintaining a collaborative and, where necessary, majority rather than individual decision-making process, and working proactively rather than reactively to the extent possible.

The Board will establish and adhere to the standards needed to govern with excellence. These standards will include matters such as attendance at, and preparation for Board meetings, policy-making principles, ongoing professional development, adherence to applicable law and policy, and the professional conduct of Board meetings.

All Board members, employees and members of the public shall preserve order, respect, decency and decorum at all times when the Board is in session. No Board member shall, by conversation or otherwise, delay or interrupt the proceedings or the peace of the Board, nor disturb any Board member who is speaking. Board members shall obey parliamentary orders of the President and shall confine their remarks to the subject under consideration. Board members shall conduct meetings with the highest decorum and consistent with the purposes and principles set forth in this Policy.

*How governing body members should interact with, communicate with and treat staff*

Board members must recognize the lack of authority vested in them as individuals in their interactions with the Executive Director or with pool staff, except where explicitly Board authorized.

Board members may communicate directly with Pool employees or contractors. However, individual Board members shall not give direction to persons who report directly or indirectly to the Executive Director, with the exception of the General Counsel and Auditor as provided under this policy. Individual Board members shall disclose such communications to the Executive Director within a reasonable time of the communication. If individual Board members are dissatisfied with the response they receive, the matter will be resolved by the Board.

In the case of Board members requesting information or assistance of Pool personnel without Board authorization, the Executive Director, General Counsel or Auditor must refuse such requests that require, in their opinion, a material amount of staff time or funds or are otherwise unduly burdensome, that may involve a conflict of interest between the Pool and the Board member requesting the information or assistance, or that are contrary to Board policy or the direction provided by the majority of the Board.
Annual Governance Policy training
The Governance Policy will be reviewed by the Board annually to ensure compliance, make necessary changes, and receive training such that all Board members understand their individual responsibilities.

Self-imposed consequences for violations
This policy is adopted with the intent that it is fully enforceable and that violations of the provisions of the policy will result in action against Board members as provided in this policy and as set forth in the laws of the State of [XXX] including [specifically named applicable law(s)].

Any claim of a violation of this policy shall be made in writing by a Board member or Pool employee and filed with the President, or Vice President if the President is the subject of the complaint. Any claim of violation must identify the conduct that is alleged to have constituted a violation and sufficient information to support the claim of violation. Any such claim shall be made part of the minutes of the Board meeting at which the complaint is discussed.

If it is determined by a majority of the Board that the complaint is meritorious and the alleged conduct of the Board member constitutes a violation of this policy, the Board member may be subject to one or more of the following actions by a majority vote of the Board:

1. Admonition. An admonition shall be a verbal statement approved by a majority of the Board made in open session and recorded in the minutes.

2. Reprimand. A reprimand shall be administered to the Board member by letter. The letter shall be prepared by the Board and signed by a majority of the Board after action in open session to approve the letter. The letter shall be part of the minutes of the meeting at which it was approved.

3. Censure. A censure shall be a written statement administered to the Board member in public during a regular Board meeting. The statement shall be prepared by the Board and signed by a majority of the Board. The Board member may appear and may make any statement in opposition to or mitigation of the censure. A censure shall be deemed administered at the time it is scheduled whether or not the Board member appears. The statement shall be included in the minutes of the meeting at which it is administered.

In the event a Board member does not cease conduct that has been deemed in violation of this Policy or of Washington law, the Pool may pursue legal action to remedy the violations. In the event a Board member intentionally violates provisions of this Policy which cause harm or damages to the Pool, the Board may by affirmative vote, seek to recover those damages on behalf of the Pool.

Regular governance self-assessment
The Board will discuss and evaluate its own performance on an annual basis with specific reference to its activities and policies. This evaluation shall include soliciting thoughts and suggestions from the Board members individually, as well as staff and other stakeholders.