The following is modeled after "The League of Minnesota Cities Governance Handbook" and is a draft of a proposed policy for the Red Wing Port Authority.

I. GOVERNANCE PRINCIPLES

A. The Board governs the Port Authority with the best interests of all its citizens as its first priority. In conducting its business, the Board maintains a focus on its purpose as stated in Article II of its By-Laws.

B. The Board commits to conducting its business adhering to the highest ethical, legal, and fiduciary standards.

C. A spirit of openness, candor, and mutual respect for the input and opinions of others are critical to the Board's ability to govern effectively. Board members are expected to spend the time necessary to attend meetings and come prepared and informed on the issues.

D. Board members are expected to respect the President's role as the elected head of the Board. The President has a unique responsibility to maintain an open, candid and productive relationship with the Executive Director. Board members are encouraged to communicate directly with the Executive Director on any issue, though they are expected to act in ways that do not interfere with the President's role as the primary liaison between the Board and the Executive Director.

E. Board members are expected to actively participate as needed on Board committees and task forces. Attendance at committee and task force meetings is as important as attendance at Board meetings.

II. ROLE OF THE BOARD

A. In addition to duties set forth in the Enabling Resolution and the By-Laws, the Board is expected to fulfill the following roles:

1) Determine and uphold the Port Authority's mission.

2) Hire, support and assess the Executive Director.

3) Authorize Port Authority staff positions.

4) Ensure an effective strategic planning process.

5) Ensure adequate resources.

6) Develop, monitor and strengthen the Port Authority's programs and services.

7) Enhance the Port Authority's reputation through advocacy and action.

8) Ensure legal and ethical integrity, maintain accountability and exercise fiduciary oversight.

9) Assess the Board's performance.

III. ROLE OF AN INDIVIDUAL BOARD MEMBER

A. General Expectations

1) Know the Port Authority's mission, purpose, goals, policies, programs, services, strengths, and needs.
2) Perform duties of Board membership responsibly, and with energy and enthusiasm.
3) Be an active advocate on Port Authority programs.
4) Approach all issues with an open mind, objectively evaluating all input and information.
5) Follow trends in the field of municipal economical development.
6) Bring good will and a sense of humor to the Board's deliberations.
7) Undertake special assignments willingly and enthusiastically.

B. Meetings

1) Prepare for and participate in Board meetings.
2) Willingly serve on committees and task forces as needed.
3) Actively participate in Board and committee discussions consistent with your knowledge, conscience and convictions.
4) Respect the confidentiality of all Applicants.
5) Maintain confidentiality of the Board's closed sessions.
6) Suggest agenda items periodically for Board and committee meetings to ensure that significant, policy-related matters are addressed.

C. Decision-making

1) Each Board member is expected to be actively involved in Board discussions. Board members must share their opinions, listen to the opinions of others, and make an effort to see the issue from the variety of perspectives other Board members may bring. If a Board member holds a view that has not been voiced, it is his or her obligation to share that view during the Board.
2) Any Board member who believes that he or she has a financial conflict of interest on any decision must disclose such a conflict to the Board before discussion begins and recuse himself or herself from the discussion and the vote.
3) In deciding how to vote, Board members are expected to take into account the collective interests of all citizens and to vote what they believe to be the common interest.

4) After a vote is taken, unless the decision violates his or her core values, each Board member is expected to support the majority decision of the Board. In all circumstances, regardless of how the individual Board member voted or his or her personal view of the Board's decision, he or she is expected to fully describe and accurately characterize the Board's discussions and the rationale behind the outcome of Port Authority deliberations.

D. Speaking on Port Authority Board Matters

1) If it is asked or inferred that an individual Board member speak on behalf of the Port Authority, Board members should defer to the President and other official spokespersons or refer to official Port Authority policies and positions.
2) Board members are expected to be available as needed, within reason, to testify or otherwise advocate for the Port Authority's official positions at the City Council or Minnesota Legislature, and they must not actively speak against the Port Authority's position.

E. Relationship with Staff

1) Provide advice and support to the Port Authority's Executive Director.
2) Avoid asking for special favors of the staff, including special requests for extensive information, without prior consultation with the Executive Director or President.

F. Managing Conflicts

1) Serve the organization as a whole rather than any special interest group or constituency.
2) Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate.
3) Never accept (or offer) favors or gifts from (or to) anyone who does business with the Port Authority.

G. Accountability and Fiduciary Responsibilities

1) Exercise prudence with the Board in the control and transfer of funds.
2) Read and understand the organization's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

V. ROLE OF THE PORT AUTHORITY PRESIDENT

A. Ensure that the Board and individual Board members fulfill their responsibilities for the governance of the Port Authority and adhere to the Board's Governance Principles.

B. Serve as a lead spokesperson for the Port Authority and ensure that Board actions are effectively communicated. The President has an even greater responsibility than other Board members to support and defend Board actions and to not deviate by conveying individual views or dissent.

C. Serve a central role in the Port Authority's lobbying efforts.

D. Serve as a primary representative of the Port Authority at Port Authority events and other related activities.

E. Be a partner to the Executive Director in helping to achieve the Port Authority's mission. Provide support and encouragement to the Executive Director. Facilitate an annual review of the Executive Director's performance and compensation, in cooperation with the Board's Personnel Committee.

F. Facilitate a productive, mutually respectful relationship between the Board and staff.

G. Chair meetings of the Board, ensuring that the Board functions effectively, interacts with staff optimally, and fulfills all of its duties, including reaching timely decisions. In leading discussions, work to ensure that all members participate and that all points of view are fully expressed before a vote is taken. Discuss with the Executive Director his or her suggestions related to Board agenda items.

H. Serve as a liaison between the Board and Executive Director and communicate to the Board any concerns that may arise.

I. Ensure that processes are in place to continually evaluate the pace, direction, and organizational strength of the Port Authority.

J. Ensure periodic evaluation of the Board's governance, including its structure, membership and overall functioning.

K. Fulfill such other assignments as the President and Executive Director agree are appropriate and desirable for the President to perform, consistent with Board policy or direction.

L. Appoint members of Board committees and task forces.

M. Preside at the annual meeting and all other meetings of the Port Authority.

N. Appoint Port Authority representatives to such non-Port Authority committees as may be appropriate.

VI. ROLE OF THE PORT AUTHORITY VICE PRESIDENT

A. Fulfill any delegatable roles and responsibilities of the President as requested by the President. In the absence of the President, the Vice-President shall act as President.

B. Commit significant effort toward learning Port Authority programs, services and responsibilities. In the absence of the President, the Vice-President shall act as President.

C. Fulfill all roles and responsibilities of individual board members in an exemplary manner.

D. Assist in leadership of the organization.