



Planning Committee Agenda

Diversion Authority Planning Committee

April 9, 2024 @ 1:00p.m. CST

This meeting will be in-person at the Hjemkomst Center Willow Room (202 1st Avenue North, Moorhead, MN, 56560).

1. Call to Order
 - a. Roll call of Members
2. Approve minutes – March 12, 2024
[Attachment 01.00] (Pg. 2)
3. Approve Order of Agenda
4. MFDA Governance Policies Monitoring Plan
[Attachment 02.00] (Pg. 4)
5. FEMA Coordination
6. Other Business
7. Closed executive session pursuant to N.D.C.C. § 44-04-19.1 (2) and (9) for Attorney Consultation regarding a potential claim regarding ECR reasonably anticipated to be presented to the Technical Dispute Resolution Board as established by the Project Agreement for the Storm Water Diversion Channel and Associated Infrastructure.
8. Next Meeting: May 7, 2024
9. Adjournment

MEDIA AND PUBLIC PARTICIPATION INFORMATION

This meeting is an in-person public meeting.



Metro Flood Diversion Authority Planning Committee Meeting Minutes

1:00 PM – March 12, 2024

Hjemkomst Center, Willow Room

A meeting of the Metro Flood Diversion Authority Planning Committee was held on March 12, 2024. The following members were present: Kevin Campbell, Clay County Commissioner; Shelly Carlson, Mayor, City of Moorhead; Tony Grindberg, Cass County Commissioner and Rodger Olson, Cass County Joint Water Resource District.

Member(s) absent: Dr. Tim Mahoney, Mayor, City of Fargo and Bernie Dardis, Mayor, City of West Fargo.

1. CALL TO ORDER

Mayor Carlson called the meeting to order at 1:00 PM. Roll call was taken, and a quorum was present.

2. APPROVAL OF MINUTES FROM JANUARY 2024

MOTION PASSED

Mr. Grindberg moved to approve the minutes from the January 2024 meeting and Mr. Campbell seconded the motion. On a voice vote, the motion carried.

3. APPROVE ORDER OF THE AGENDA

MOTION PASSED

Mr. Grindberg moved to approve the order of the agenda and Mr. Campbell seconded the motion. On a voice vote, the motion carried.

4. CHRISTINE FLOOD PROTECTION PROJECT UPDATE

Mr. Bakkegard reported that a meeting was held with the City of Christine regarding their desire to re-align their proposed levee. This alignment is larger than the footprint the MFDA staff reviewed. They have submitted an amended scope of work to the MFDA and as a part of this scope is coordination with the NDDWR to see if the new alignment is permissible. If it is permissible, a new permit will need to be obtained by the City of Christine.

Ms. Smith reported that a meeting was also held with property owners in Christine regarding the flowage easement notices that they will be receiving. The meeting was well received, and a number of the residents were not in opposition to the rights of entry. For those properties that we cannot obtain a right of entry, a court order will have to be submitted and approval should be granted in approximately 120 days at which time appraisers and surveyors can begin the appraisal process.

5. ABANDONED RAIL CORRIDOR AND CHS ELEVATOR PROPERTY UPDATE

Ms. Smith reported that the old RR/VW/BNSF rail corridor near Horace will be included in the excess land that will be presented to the Land Committee for approval to sell. It was discussed by the Land Committee and their recommendation is to sell the corridor parcels in three separate sections, with the first right to purchase going to neighboring property owners. If there is no interest, the land will go up for public sale.

The Horace Elevator appraisal has been completed and the “as is” appraised valuation on the 2.8 acres of usable space is \$1,025,000.

6. OTHER BUSINESS

Mr. Bakkegard reported that the MFDA will be meeting with FEMA on March 13-14, to discuss the LOMR process.

Mr. Barthel reported that the USACE has signed a tree removal order on Reach SE-4 and tree removal has begun on the Minnesota side.

7. NEXT MEETING

The next meeting will be April 9, 2024.

8. ADJOURNMENT

The meeting adjourned at 1:42 PM.

MFDA Governance Policies

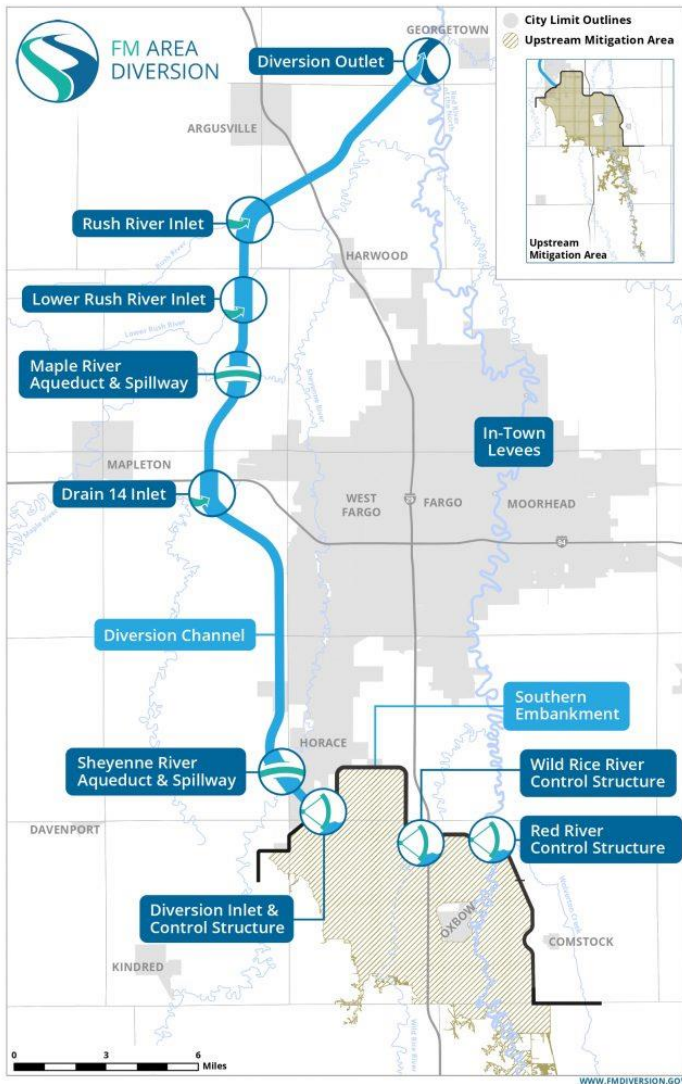
REVISION HISTORY

Rev.	Date	Description	Originator	Approved
00	07/11/2022	Initial issue	Schatz	Joel Paulsen

EXHIBIT A

2022

MFDA Governance Policies



Metro Flood Diversion Authority

Schatz & Associates, LLC

7/11/2022



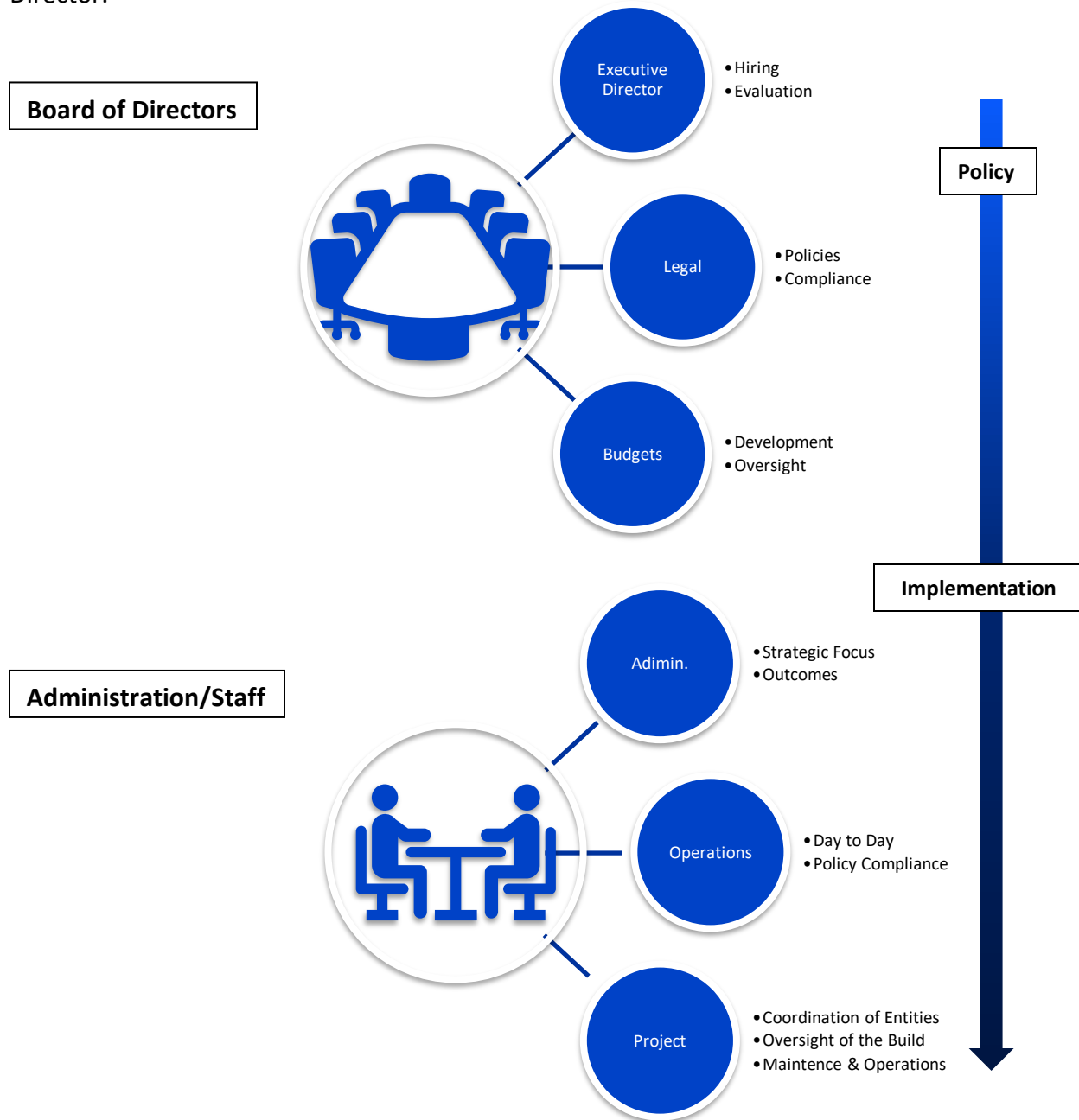
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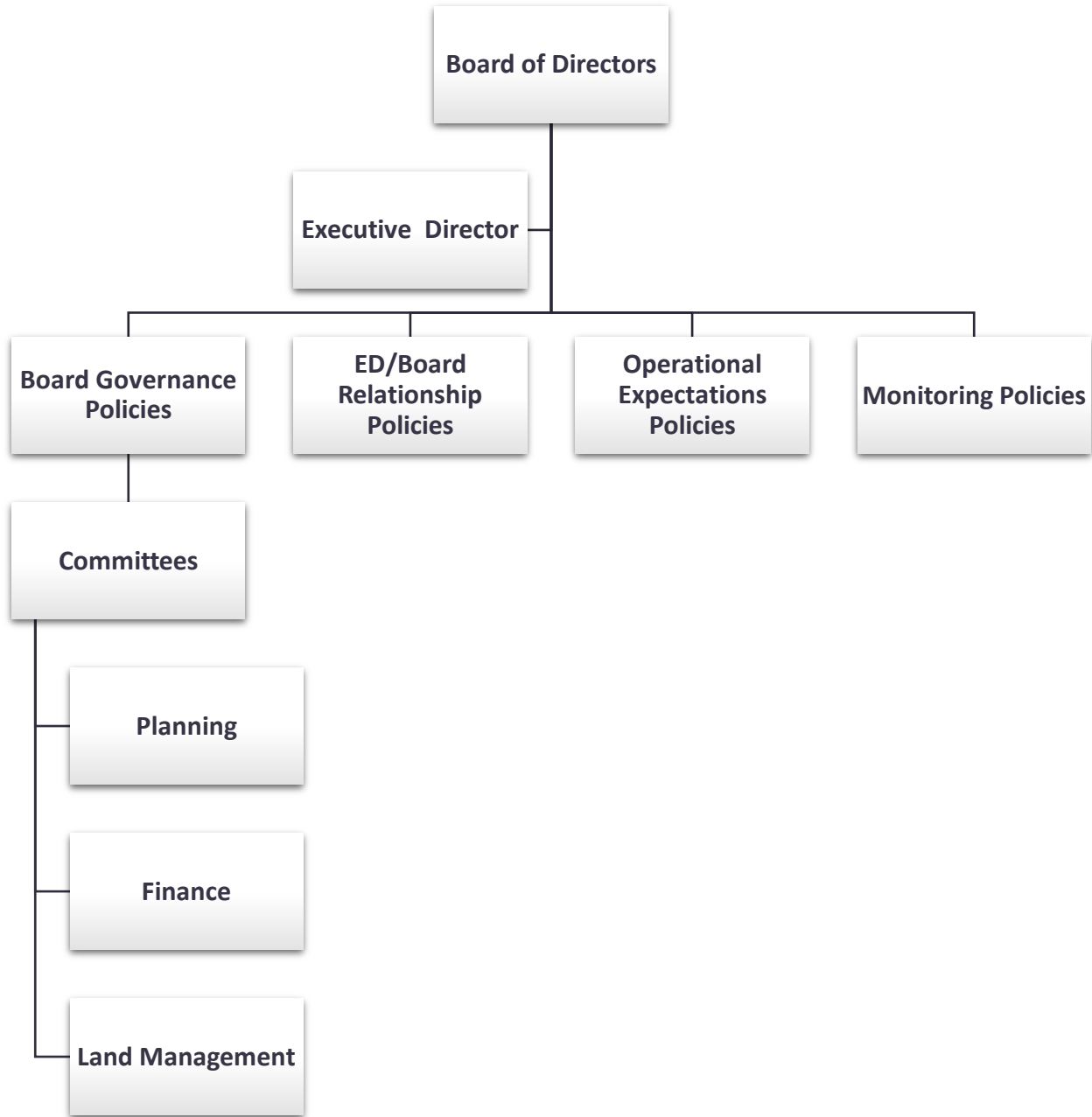
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Board of Directors Governance Policies Introduction

The purpose of the following governance policies is to assure that the Metro Flood Diversion Authority Board of Directors (MFDA) is accomplishing its mission by developing policies that guide the operation of MFDA and by monitoring the role of the Executive Director. The following diagram and subsequent policies provide the framework and structure of the relationship and expectations between the MFDA Board of Directors and the Executive Director.



METRO FLOOD DIVERSION AUTHORITY GOVERNANCE POLICIES FRAMEWORK



BOARD GOVERNANCE POLICIES – GP'S

Policies designed to govern the behavior of the Board.

GP 1 – Commitments

GP 2 - Board Culture

GP 3 - Board Functions and Responsibilities

GP 4 - Officers Roles

GP 5 - Board Committees

GP 6 - Board Members Code of Conduct

GP 7 - Board Members Conflict of Interest

GP 8 - Process for Addressing Board Member Violations

Policy Type: Governance Policies

Commitments

The Metro Flood Diversion Authority (MFDA), supporting the work of staff, and the community's interest, holds itself accountable to the citizens of the Fargo - Moorhead Metropolitan Area by ensuring that all action it takes is consistent with the Authority Boards organization's policies and beliefs.

The MFDA is committed to governing efficiently and will be guided in its decisions by the following:

General Purpose

The Joint Powers Agreement (JPA) is made pursuant to N.D.C.C. § 54-40.3-01 and Minn. Stat. § 471.59, which authorizes the joint and cooperative exercise of power common to the contracting parties. The purpose of this Agreement is to allow the Member Entities to work collaboratively to avoid the duplication of required approvals and actions with respect to the project, to maximize efficiencies of the Member Entities with respect to flood control projects, to have the Member Entities' employees, engineers, attorneys, and professional consultants cooperate in the design, financing, construction, operation, and maintenance of the project. The Member Entities desire to establish and continue a joint powers structure to design, finance, construct, operate and maintain the project consistent with the provisions of this Agreement, NDCC § 54-40.3-01, and Minn. Stat. § 471.59.

Intent

The Member Entities have extensive jurisdiction over water resources management within their respective geographic jurisdictions. Each Member Entity has the power to adopt rules and regulations governing water management. Nonetheless, the Member Entities recognize there is mutual benefit to the Member Entities working cooperatively concerning the project. This Agreement intends to increase efficiencies concerning designing, constructing, financing, operating, and maintaining the project by allowing the Member Entities to cooperate in the bidding and letting of contracts, by cross-pledging sales taxes, special assessment levies, by entering into a Project Agreement with a P3 Developer, collaborating in the administration of the project and to reimburse the Member Entities for expenses incurred in connection with the project.

Separate Political Subdivision

This Agreement is expressly intended to confirm the ongoing existence and operation of a separate political subdivision named the Metro Flood Diversion Authority. The Member Entities recognize that pursuant to and conformance with NDCC § 54-40.3-01 and Minn. Stat. § 471.59,

the Metro Flood Diversion Authority may not exercise power unless this Agreement expressly grants that power. As a result, the Metro Flood Diversion Authority will, from the time-to-time request that one or several of the Member Entities use their Best Efforts to exercise their respective furtherance of the project.

Monitoring Method: Board assessment
Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

Policy Type: Governance Policies

Board Culture

The Board will govern lawfully and make all official decisions by a formal vote of the Board and govern with a long-term vision.

1. The Board will function as a single unit. Individual members' opinions and personal strengths will be used to the Board's best advantage, but the Board faithfully will make decisions as a group by a formal vote. No officer, individual, or committee of the Board will be permitted to limit the Board's performance or prevent the Board from fulfilling its commitments.
2. The Board is responsible for its performance and commits itself to continuous improvement. The Board will ensure that its members receive the training and professional support necessary to govern effectively.
3. To ensure that the Board's business meetings are conducted with maximum effectiveness and efficiency by members will:
 - a. Appoint a parliamentarian
 - b. Use Roberts Rule of Order as the basis for the format and structure of all Board meetings.
 - c. Come to meetings adequately prepared.
 - d. Support the Chair's efforts to facilitate an orderly meeting.
 - e. Communicate openly and actively in conversation and dialog.
 - f. Encourage balanced participation of all members.
4. The Board will use a consent agenda to expedite the disposition of routine matters. For example, matters delegated to the Executive Director required to be approved by the Board will be acted upon via the consent agenda. An item may be removed from the consent agenda. The Chair will place the removed item on the regular agenda.
5. The Board may revise or amend its governance policies at any time. However, as a customary practice, a proposed policy revision will be discussed at one session of the Board before being approved at a subsequent Board meeting.

Monitoring Method: Board assessment

Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

GP-3

Policy Type: Governance Policies

Board Functions and Responsibilities

A Board member's responsibilities include:

- Planning and policy decisions
- To perform its legal responsibility.
- To establish bylaws, operating and financial policies.
- To select, employ, and provide periodic performance appraisals and salary reviews and, if necessary, dismiss the Executive Director.
- To adopt and monitor the operating budget and fiscal policies.
- To protect the assets of the organization.
- To ensure effective and efficient use of taxpayers' dollars.
- To ensure the fulfillment of the organization's Purpose/Intent.
- To ensure sound human resource policies as prescribed by law and maintain the employee handbook's integrity.
- To project a positive image in the community.
- To appoint, commission, supervise and monitor committees.

To fulfill these responsibilities well, a board member should attend seventy-five percent of regular meetings, be knowledgeable about the organization, participate constructively in deliberations, and vote according to one's conviction.

Board members have no legal authority outside of sessions, except when the Board expressly directs it. Power is given to committees to conduct a study or negotiate on the Board's behalf. Individual Board members or committees must be mindful not to appear to commit the Board to any position in a private or public statement. Likewise, Board members should carefully avoid interfering with the efficient operation of the MFDA. Their interest, suggestions, and helpfulness should be freely given, yet neither in a manner that appears dictatorial nor encroaches upon staff lines of authority and responsibility.

It is not the function of individual Board members or Board committees to supervise the Executive Director administratively. Full accounting for their actions and management should be made in Board meetings.

Monitoring Method: Board assessment

Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

Policy Type: Governance Policies

Officers Roles

The City of Fargo Members, the City of Moorhead Members, the Cass County Members, the Clay County Members, the CCJWRD. Members and West Fargo Members shall serve at the discretion of the Governing Body of their respective organization from which they were appointed. The MFDA Board will be structured using the following officers and roles.

Board Chair

The Chair is the head of the Metro Flood Diversion Authority for ceremonial purposes and the purpose of service of civil process. The Chair is a member of the Metro Flood Diversion Authority for purposes of presiding at its meeting. The Chair may vote on all matters before the Metro Flood Diversion Authority but may not cast an additional vote in the event of a tie vote of the Metro Flood Diversion Authority. The Chair does not have the authority to veto decisions of the Metro Flood Diversion Authority.

The Chair may execute all contracts, Project Agreements, notes, indentures, warrants, and other instruments on behalf of the MFDA and perform any other duties assigned by the Diversion Authority project Agreement, note, indenture, warrant, or other instrument executed by the Chair, or Vice-Chair acting as Chair pursuant to Section 5.07 of the JPA Agreement, shall become valid and binding upon the MFDA until countersigned by the Executive Director or the Deputy Executive Director acting as Executive Director pursuant to Section 14.03 of the JPA.

The Chair position shall rotate between the Mayor of the City of Fargo, the Mayor of the City of Moorhead, and a member of the Cass County Commission, respectively. Each Chair shall serve a one (1) year term, beginning January 1 and ending December 31. This rotational schedule shall continue for the remainder of the term of the JPA. Individuals may serve as Chair multiple times if they remain in their respective Elected or appointed positions. Provided, the Chair must not be from a Member Entity from the same state as the Vice Chair's Member Entity (i.e., if the Chair is from a Minnesota Member Entity, the Vice-Chair shall be from a North Dakota Member Entity). The term of the Chair shall cease if their position as Mayor or as a Cass County Commission member has ceased for any reason provided; however, that the Member Entity is permitted to replace the Chair with the individual filling the vacancy of the outgoing Chair position within the Governing Body of the Member Entity (i.e., if a new mayor is Elected in the City of Fargo while the City of Fargo's Mayor is serving as Chair, then the newly elected Mayor of the City of Fargo will serve the remainder of the Chair's term).

The MFDA is authorized to Elect an acting Chair under such circumstances when a vacancy occurs in a manner not contemplated by this section.

Vice-Chair

A Vice-Chair must be elected at the Annual Meeting of the MFDA by a majority vote of all members of the Board. The Vice-Chair must be a Metro Flood Diversion Authority Member and must not be a member from the same state as the Chair. The Vice-Chair serves as the Chair in the Chair's disability or absence from the Board or when a vacancy in the office of Chair exists. When presiding over a meeting in the absence of the Chair, the Vice-Chair may vote on all matters before the Board but may not cast an additional vote in the event of a tie vote of the Board. The Board must elect a Vice-Chair at the organizational meeting. Each Vice-Chair shall serve a one (1) year term beginning the second Thursday in January and ending the day before the second Thursday in January of the following year, or until a successor Vice-Chair is appointed.

Secretary

At the Annual Meeting of the MFDA, the Metro Flood Diversion Authority Members shall appoint a Secretary. An employee of one of the Member Entities, an individual or contractor, may be appointed as the Metro Flood Diversion Authority Secretary. The Secretary shall be responsible for ensuring that minutes are prepared for all MFDA meetings. The Secretary shall also keep all books and records of the MFDA, give all notices required by law, and may have other duties assigned from time to time by the MFDA. The Secretary shall also be responsible for compliance with North Dakota open Records Law requirements.

Monitoring Method: Board assessment
Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

Policy Type: Governance Policies

Committee Structure

Except as otherwise provided by law, or Sections 6.02, 6.09, or 6.16 of the JPA, there are no separate administrative boards or commissions. The Board performs the duties and exercises the powers of administrative boards or commissions. The Metro Flood Diversion Authority may establish boards or committees to advise the Board with respect to a Project function or activity, investigate a subject of interest to the MFDA, perform quasi-judicial functions, or perform any other task.

A committee is a Board committee only if its existence and charge come from the Board, and its work is intended to support the Board's work. The only Board committees are those listed in this policy. All Board members are welcome to attend committee meetings as audience members. Board members may add an item to a committee agenda by contacting the committee chair. The Executive Director and staff members serve as resources for the committees. The following is a list of current committees:

- **Planning Committee**
- **Land Management Committee**
- **Finance Committee**

Planning Committee

The Planning Committee is responsible and shall have the power, when the Metro Flood Diversion Authority is not in session, to address all the affairs of the Metro Flood Diversion Authority in such a manner as such committee shall deem to be in the Diversion Authority interest. Planning committee authority does not supersede the full boards final decisions. Duties of the committee include:

- The Board Chair shall compile and finalize the yearly Executive Director evaluation.
- The Planning Committee shall work with the Executive Director on board development, orientation, and project planning efforts.
- Legislative planning.
- Agenda and planning for Board Meetings.
- Serve as a mechanism for the Board and management of emerging issues, problems, and initiatives.
- Governance Policy monitoring as set per the Annual Work Plan and in collaboration with full Board of Directors input.
- Have such other authority and perform such other duties as may be delegated to it by the Metro Flood Diversion Authority.

Minutes of the Planning Committee's meeting shall be recorded by the Secretary and provided at the next meeting of the Board of Directors.

Membership

The Planning Committee shall consist of one member from each member entity and West Fargo. Additional Ad Hoc Members may include chairs of other committees.

Committee Chair

The Planning Committee Chair shall be the Metro Flood Diversion Authority Chair.

Diversion Authority Staff Support

Provided by Executive Director and appropriate staff members.

Sunset

If the Metro Flood Diversion Authority determines by an affirmative vote of a majority of all Metro Flood Diversion Authority Members that the Planning Committee is no longer needed, the Metro Flood Diversion Authority may vote to suspend regular meetings of the Planning Committee and allow the Planning Committee to meet only on an as-needed basis.

Dissolution

If the Metro Flood Diversion Authority determines by an affirmative vote of a majority of all Metro Flood Diversion Authority Members that the Planning Committee is no longer needed, the Metro Flood Diversion Authority may dissolve the Planning Committee.

Land Management Committee

The Land Management Committee is responsible for making recommendations to the Board regarding the acquisition and management of Project Property.

Membership

The Land Management Committee shall consist of:

- a) Two (2) Members of the Metro Flood Diversion Authority appointed by the Board.
- b) Three (3) Members recommended by the Fargo City Commission and appointed by the Board.
- c) Two (2) Members recommended by the Moorhead City Council and appointed by the Board.
- d) Three (3) Members recommended by the Cass County Commission and appointed by the Board.
- e) One (1) Member recommended by the Clay County Commission and appointed by the Board; and
- f) One (1) Member recommended by the CCJWRD. Board and appointed by the Board.

Committee Chair

The Land Management Committee shall select a chair by a majority vote of its members. The Chair must also be a member of the Metro Flood Diversion Authority.

Diversion Authority Staff Support

Provided by Executive Director and appropriate staff members.

Member Entity Staff

Member Entities may provide support staff and services for the Land Management Committee, but Member Entity staff may not serve as the Land Management Committee members. However, the City of Fargo City Administrator, the City of Fargo City Engineer, the City of Moorhead City Manager, the City of Moorhead City Engineer, the Cass County Administrator, and the Cass County Engineer may serve as members of the Land Management Committee upon appointment, pursuant to Section 6.04 of the JPA and upon approval by the Board.

Sunset

If the Metro Flood Diversion Authority determines by an affirmative vote of a majority of all Metro Flood Diversion Authority Members that all land, easements, and rights-of-way have been acquired for the project, the Metro Flood Diversion Authority may vote to suspend regular meetings of the Land Management Committee and allow the Land Management Committee to meet only on an as-needed basis.

Dissolution

If the Metro Flood Diversion Authority determines by an affirmative vote of a majority of all Metro Flood Diversion Authority Members that the Land Management Committee is no longer needed, the Metro Flood Diversion Authority may dissolve the Land Management Committee.

Finance Committee

The Finance Committee is responsible for making recommendations to the Metro Flood Diversion Authority regarding the budgets, expenses, funds, and all other financial matters related to the project.

Membership

The Finance Committee shall consist of:

- a) Two (2) Members of the Metro Flood Diversion Authority appointed by the Board.
- b) Three (3) Members recommended by the Fargo City Commission and appointed by the Board.
- c) Two (2) Members recommended by the Moorhead City Council and appointed by the Board.

- d) Three (3) Members recommended by the Cass County Commission and appointed by the Board.
- e) One (1) Member recommended by the Clay County Commission and appointed by the Board; and
- f) One (1) Member recommended by the CCJWRD. Board and appointed by the Board.

Committee Chair

The Finance Committee shall select a chair by a majority vote of its members. The Chair must also be a member of the Metro Flood Diversion Authority.

Diversion Authority Staff Support

Provided by Executive Director and appropriate staff members.

Member Entity Staff

Member Entities may provide support staff and services for the Finance Committee, but Member Entity staff may not serve as members of the Finance Committee. However, the Cass County Auditor, the Cass County Administrator, the City of Fargo City Administrator, the City of Moorhead City Manager, the City of Fargo Finance Director, the Clay County Auditor, and the City of Moorhead Finance Director may serve as members of the Finance Committee upon appointment, pursuant to Section 6.04 of this JPA upon approval by the Board.\

Sunset

If the Metro Flood Diversion Authority determines by an affirmative vote of a majority of all Metro Flood Diversion Authority Members that the Finance Committee is no longer needed, the Metro Flood Diversion Authority may vote to suspend regular meetings of the Finance Committee and allow the Finance Committee to meet only on an as-needed basis.

Dissolution

If the Metro Flood Diversion Authority determines by an affirmative vote of a majority of all Metro Flood Diversion Authority Members that the Finance Committee is no longer needed, the Metro Flood Diversion Authority may dissolve the Finance Committee.

**** Each committee will determine the frequency of regular meetings based upon tasks and their annual work plan and forward board meeting agenda items to the Board Chair and Executive Director.**

Monitoring Method: Board assessment

Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

GP-6

Policy Type: Governance Policies

Annual Work Plan

Annual Work Plan

The Board will follow an annual work plan that includes continual monitoring and review of all policies, and activities to improve Board performance.

1. The Board's annual work plan for the next year will include:
 - a. Governance process improvement activities, including orientation and training of new Board members in the Board's governance process, and other discussions by the Board about means to improve its performance, especially Board member knowledge and skills.
 - b. Scheduled monitoring of all governance policies by the Planning Committee.
 - c. Other events and activities that are part of the Board's responsibilities and interests.

Monitoring Method: Board assessment

Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

Policy Type: Governance Policies

Board Member Code of Ethics/Conflict of Interest

The purpose of "A Matter of Trust: Our Code of Ethics" is to help ensure that all Board Members of Metro Flood Diversion Authority adhere to and promote proper ethical standards, abide by the law, and preserve the organization's integrity reputation, professional and business relationships.

Before taking any action or casting a vote regarding a matter before the Board, which would constitute a conflict of interest under North Dakota law or as set forth in this Agreement, Metro Flood Diversion Authority Member(s) must disclose such conflict(s) and abstain from voting on the matter involving the conflict of interest and from participating in Board discussions and deliberations on the matter involving the conflict of interest. Conflicts of interest include but are not limited to all conflicts of interest under North Dakota and Minnesota law and membership on a Governing Body and status as a controlling officer, member of a board, Mayor, president, or chief executive of a political subdivision, a public entity, and private entity engaged in legal or administrative action, pending litigation and active litigation in which the MFDA is an adverse party. Any Board member with a conflict of interest shall not be entitled to participate in an executive session of the Board held pursuant to Section 5.11 of the JPA.

Recognizing it is not possible to address all ways in which ethical issues may arise, the following principles are intended to guide making sound judgments and decisions on behalf of Metro Flood Diversion Authority and its Purpose.

Pledge of Personal and Professional Conduct

- **Integrity** -- I will demonstrate the highest standards of individual conduct, personal accountability, trustworthiness, fair dealings, considerations of the rights of others, and the highest principles of good business relationships.
- **Excellence** -- I will strive to meet the highest performance, quality, service, and achievement standards.
- **Honesty** -- I will communicate directly, respectfully, honestly, and openly and avoid misrepresentation, including misrepresentation through omission.
- **Diversity** -- I will support and value diversity -- promoting an environment that embraces all people's similarities and differences to the organization.
- **Respect** -- I will respect and act fairly toward all those I encounter and refuse to engage in or tolerate any form of discrimination or harassment.
- **Responsibility** -- I will take responsibility for my actions and decisions and remain a careful steward of funds and resources.
- **Compliance** -- I will comply with the MFDA Code of Ethics and all laws and regulations.



A Matter of Trust: The MFDA Code of Ethics Board Members Certificate

I acknowledge that I have received and read my copy of the Metro Flood Diversion Authority Code of Ethics for Board Members. I understand that I am responsible for adhering to the Code of Ethics principles, and I confirm that I will conduct myself in accordance with the Code of Ethics principles. The certificate process is mandatory for all Board Members.

I am in compliance with the policy.

Printed Name

Signature

Date

Please sign and date this certificate and return it to Board Secretary



A Matter of Trust: The MFDA Code of Ethics Disclosure Statement

I acknowledge that I have received and read my copy of the Metro Flood Diversion Authority Code of Ethics for Board Members. I understand that each member of the Board is responsible for adhering to the Code of Ethics principles, and I confirm that I will conduct myself in accordance with the Code of Ethics principles.

I may not be in compliance with such policy due to:

Print Name

Signature

Date

Please sign and date this certificate and return it to Board Secretary.

Review and Comments

- You are in compliance with the Code of Ethics Policy.
- You are not in compliance with the Code of Ethics Policy. To be in compliance:

Monitoring Method: Board assessment

Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:



Policy Type: Governance Policies

Process for Addressing Board Member Violations

The Board and its members are committed to faithful compliance with the provisions of the Board's policies.

A Board member will inform the Board Chair if, in the Board member's opinion, the Board or individual members are not in compliance with the Board's policies on Governance and Board-Executive Director Relations. If the Board Chair is the board member who feels is not acting in compliance with policy, the Board member will inform the Board Vice-Chair.

In the event of a member's willful and continuing violation of policy, the Board will seek a remedy in the following order:

1. Conversation in a private setting between the offending member and the Board Chair or other individual member.
2. Discussion in a public meeting between the offending member and the full Board.
3. Public censure of the offending member of the Board as set forth in Roberts Rules of Order.

Monitoring Method: Board assessment

Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

EXECUTIVE DIRECTOR/BOARD RELATIONSHIP POLICIES ED/BRP'S

Policies are designed to guide the relationship between the Metro Flood Diversion Authority and the Executive Director.

ED/BRP 1 - Single Point of Contact

ED/BRP 2 - Single Unit Control

ED/BRP 3 - Staff Accountability

ED/BRP 4 - Authority of the CEO

ED/BRP 5 - CEO Accountability

ED/BRP 6 - Annual Evaluation of CEO

ED/BRP-1

Policy Type: Executive Director Board Relationship Policies

Single Point of Contact

According to a written employment agreement, the Metro Flood Diversion Authority Board employs the Executive Director. The Board's sole direction of the operational organization is through the Executive Director functioning as the Executive Director.

The Executive Director shall:

1. Implement the Diversion Authority Board's policies regarding the project's construction, operation, and maintenance.

Monitoring Method: Board assessment

Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

Policy Type: Executive Director Board Relationship Policies

Single Unit Control

The Board will direct the Executive Director only through official decisions of the Board.

1. The Board will make decisions by formal, recorded vote to avoid ambiguity about whether direction has been given.
2. The Executive Director is neither obligated nor expected to follow the directions or instructions of individual Board members, officers, or committees unless the Board has specifically delegated such exercise of authority.
3. If the Executive Director determines that an information request received from an individual Board member or a committee is unreasonable or requires a material amount of staff time, the Executive Director shall ask the committee or the member to refer such requests to the full Board for authorization.

Monitoring Method: Board assessment

Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

Policy Type: Executive Director Board Relationship Policies

Authority of the Executive Director

The Board will provide direction to the Executive Director through written policies (Operational Expectations and Monitoring Policies) that define the organizational results to be accomplished through the Diversion Authorities objectives

1. Through a reasonable interpretation of the Operational Expectations policies, the Executive Director is authorized to make decisions and establish practices deemed appropriate to achieve the Diversion Authorities objectives.
2. The Executive Director is not expected to seek Board approval for any decisions falling within the Executive Director area of delegated authority.
3. The Board may change its Operational Expectations and Monitoring Policies, and in so doing, shift the boundary between Board and Executive Directors areas of responsibility. The Board will respect and support any reasonable interpretation of its policies by the Executive Director.

Monitoring Method: Board assessment
Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

Policy Type: Executive Director Board Relationship Policies

Staff Accountability

The Executive Directors is responsible for all matters related to the organization's day-to-day operation, within the values expressed by the Board. All staff shall report directly or indirectly to the Executive Director.

1. The Board will never give direction to any employee other than the Executive Director.
2. The Board will not formally or informally evaluate any staff member other than the Executive Director.
3. Except as required by law, the Board will not participate in decisions or actions involving the hiring, evaluating, disciplining, or dismissal of any employee other than the Executive Director.

Monitoring Method: Board assessment
Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

Policy Type: Executive Director Board Relationship Policies

Executive Director Accountability

The Board considers the Executive Director's performance to be identical to the organization's performance. The accomplishment of the Board's Operational Expectations and Monitoring of Policies will be regarded as successful Executive Director performance.

1. The Board will determine organizational performance based upon its defined systematic monitoring process, as outlined in its Annual Work Plan.
2. All policies that instruct the Executive Director (Operational Expectations and Monitoring of Policies) will be monitored according to a schedule and by a method determined by the Board and included in the Board's annual work plan. The Board may monitor any policy if it is decided that conditions warrant monitoring at times other than those specified by the annual schedule.
3. The Board will acquire monitoring data from Operational Expectations and Monitoring of Policies by one or more of three methods:
 - a. By Internal Report, the Executive Director submits information that certifies and documents to the Board compliance or reasonable progress.
 - b. Board Inspection: The whole Board, or a committee duly charged by the Board, formally assesses compliance or reasonable progress based upon specific policy criteria.
 - c. The consistent performance standard for Operational Expectations policies shall be whether the Executive Director has reasonably interpreted and followed the policies.
4. The Board will determine whether the Executive Director's interpretation of Operational Policies and Monitoring of Policies is reasonable, whether the Executive Director has complied, and whether reasonable progress has been made in meeting the Metro Flood Diversion Authorities objectives.
5. Annually, the Board will conduct a formal summative evaluation of the Executive Director. The summative evaluation will be based upon data collected and decisions made by the Metro Flood Diversion Authority Board during the year related to

monitoring Operational Expectations and Monitoring of Policies. The Board will prepare a written evaluation document consisting of:

- a. A summary of the data derived during the year from monitoring the Board's Operational Expectations and Monitoring Policies.
- b. Conclusions are based upon the Board's monitoring of the Executive Director and have reasonably interpreted and operated according to the provisions of the Operational Expectations and Monitoring of Policies.

Monitoring Method: Board assessment
Monitoring Frequency: TBD.

Metro Flood Diversion Authority

Adopted:

OPERATIONAL EXPECTATIONS POLICIES

Operational expectations are policies that define the parameters or power given to the Executive Director to make decisions and carry out the role's duties. The operational expectations are also policies used to monitor the Executive Directors' performance.

OE - 1 Executive Director – Head of Administrative Branch of the MFDA

OE - 2 Emergency Succession

OE - 3 Treatment of Community Members

OE - 4 Personnel Administration

OE - 5 Personnel Administration - Program Management Consultant

OE - 6 Financial Planning and Administration

OE - 7 Asset Protection

OE – 8 Communication with the Board

Policy Type: Operational Expectations Policies

Executive Director – Head of Administrative Branch of the MFDA

The Executive Director is the head of the administrative branch of the Metro Flood Diversion Authority and is responsible to the Diversion Authority Board for the administration of the Metro Flood Diversion Authority's affairs.

The Executive Director shall:

1. Be responsible for compliance with and enforcement of the Diversion Flood Authority Joint Powers Agreement and subsequent resolutions approved by the Metro Flood Diversion Authority.
2. Ensure the Metro Flood Diversion Authority is governed by a set of Governance Policies and a Code of Ethics.

Monitoring Method: Board Assessment

Monitoring Frequency: TBD

Metro Flood Diversion Authority

Adopted:

Policy Type: Operational Expectations Policies

Emergency Succession

To protect the Metro Flood Diversion Authority in the event of an unexpected loss of Executive Directors services, the Executive Director shall assure that at least one other executive staff member and the Deputy Executive Directors are familiar with Board and Executive Director issues and processes and can assume those responsibilities on an emergency basis, should the need arise.

1. The Cass County Administrator and the City of Fargo City Administrator shall serve jointly as the Deputy Executive Director to the Metro Flood Diversion Authority. The Deputy Executive Director shall serve as the Executive Director when the office of the Executive Director is vacant and unfilled.

Monitoring Method: Board Assessment
Monitoring Frequency: TBD

Metro Flood Diversion Authority

Adopted:

Policy Type: Operational Expectations Policies

Treatment of Community Members

Concerning interactions with the community, the Executive Director shall not cause or knowingly allow conditions, procedures, and actions that are unlawful, unethical, unsafe, disrespectful, disruptive, or undignified.

The Executive Director shall:

1. Protect confidential information.
2. Effectively handle concerns or complaints.
3. Maintain an organizational culture that values individual differences in opinion.
4. Protect against wrongful or illegal conditions.
5. Establish policies and procedures to ensure compliance with all federal and state laws.
6. Establish policies and procedures to protect against discrimination, bullying, hazing, and harassment, which explicitly include everyone but are not limited to the following characteristics: race, color, religion, sex, sexual orientation, national origin, age, mental or physical disability, gender expression/identity, genetic information, or status concerning marriage or public assistance, or standing in any group protected by federal, state, or local law.

Monitoring Method: Board Assessment

Monitoring Frequency: TBD

Metro Flood Diversion Authority

Adopted:

Policy Type: Operational Expectations Policies

Personnel Administration

The Executive Director shall recruit, employ, and evaluate Metro Flood Diversion Authority employees.

1. The Executive Director appoints employees based on merit and fitness and is subject to the applicable personnel policies or rules of the Metro Flood Diversion Authority and the budgetary constraints.
2. The Executive Director may remove or suspend appointed employees subject to applicable personnel policies or rules.
3. The Executive Director may delegate tasks and projects to Metro Flood Diversion Authority employees or Member Entity staff.

The Executive Director shall:

- a. Administer clear personnel rules and procedures for employees.
- b. Effectively handle complaints and concerns.
- c. Maintain adequate job descriptions for all staff positions.
- d. Protect confidential information.
- e. Ensure that compensation and benefit plans are in place to attract and retain the highest quality employees by compensating employees, within available resources, in a manner consistent with the applicable marketplace, including but not limited to organizations of comparable size and type.
- f. Ensure that the designated entity as the HR facilitator establishes policies that provide marketplace guidance when considering compensation for staff.
- g. Ensure that all staff members are qualified and trained to perform their responsibilities.
- h. Maintain an organizational culture that positively impacts the ability of staff to responsibly perform their jobs and allows them to work in an environment of professional support and courtesy.

- i. Evaluate all employee performance according to their contribution toward achieving the organization's goals and policies and their compliance with the Metro Flood Diversion Authority Operational Expectations policies.

Monitoring Method: **Board Assessment**

Monitoring Frequency: **TBD**

Metro Flood Diversion Authority

Adopted:

OE-5

Policy Type: Operational Expectations Policies

Personnel Administration - Program Management Consultant

The Executive Director with the Metro Flood Diversion Authority shall hire and oversee a program management consultant who will lead the design and construction of the diversion project.

1. The Executive Director shall consult with the Deputy Executive Director(s) and the Member Entities' staff as needed and administer/enforce the Metro Flood Diversion Authority's supervision, removal, and termination of the services of the Program Management Consultant.

Monitoring Method: Board Assessment

Monitoring Frequency: TBD

Metro Flood Diversion Authority

Adopted:

Policy Type: Operational Expectations Policies

Financial Planning and Administration

The Executive Director must keep the Diversion Authority Board fully advised of the financial condition of the Metro Flood Diversion Authority.

Financial Planning

The Executive Director shall develop an annual budget with the Metro Flood Diversion Authority Finance Committee.

The Executive Director shall develop a budget that:

1. In a summary format understandable to the metro Diversion Authority Board and presented to allow the Board to understand the relationship between the budget and the priorities of the Metro flood Diversion Authority.
2. Assures fiscal soundness in future years.

Financial Administration

The Executive Director is the chief purchasing agent of the Metro Flood Diversion Authority. The Executive Director makes purchases and contracts in accordance with procedures specified by the Diversion Authority Board resolution.

The Executive Director shall:

1. Not cause or allow any financial activity or condition that deviates from the budget adopted by the Metro Flood Diversion Authority Board
2. Assure Contracts and bonds, instruments, and documents to which the Metro Flood Diversion Authority is a party is signed by the Chair and the Executive Director on behalf of the Metro Flood Diversion Authority.
3. Assure that payroll and legitimate debts are paid promptly when due.
4. Assure that all purchases are based upon:
 - a. reasonable precaution against conflict of interest.
 - b. comparative prices based on items of similar quality.
 - c. a balance between long-term quality and cost.

5. Coordinate with the Metro Flood Diversion Authority's appointed financial auditor for an annual audit of all funds and accounts.
6. Keep complete and accurate financial records by funds and accounts following Generally Accepted Accounting Principles.

The Executive Director shall NOT:

1. Expend more funds than have been received in the fiscal year unless revenues are made available through other legal means, including the use of fund balances or the authorization by the Metro Flood Diversion Authority to transfer funds from reserve funds.
2. In debt, the organization, without the approval of the Metro Flood Diversion Authority Board. *
3. Enter a purchase or contract in the amount as per resolution approved by the Board on behalf of the Metro Flood Diversion Authority without the approval of the Metro Flood Diversion Authority Board.
4. Transfer budget line items from one fund to another unless authorized by the Metro Flood Diversion Authority Board.
5. Allow any required reports to be overdue or inaccurately filed.
6. Receive, process, or disburse funds under controls that are insufficient under generally accepted accounting principles.
7. Suspend or remove the project's Fiscal Agent**.

** The Diversion Authority Board chooses the Fiscal Agent solely based on cost, experience, and fiscal management qualifications. The Fiscal Agent is appointed by the Diversion Authority Board for an indefinite term and may only be removed by the Diversion Authority Board.

Monitoring Method: Board Assessment
Monitoring Frequency: TBD

Metro Flood Diversion Authority

Adopted

Policy Type: Operational Expectations Policies

Asset Protection

The Executive Director shall not allow assets to be unprotected, inadequately maintained, inappropriately used, or unnecessarily risked.

The Executive Director shall:

1. Obtain insurance coverage complying with the Metro Flood Diversion Authority Joint Powers Agreement requirements.
2. Take reasonable steps to ensure that the facilities and equipment are sufficiently maintained.
3. Ensure that any actions do not knowingly, recklessly, or negligently expose the organization, its Board, or staff to legal liability.
4. Make purchases by weighing:
 - a. a reasonable precaution against conflict of interest,
 - b. comparative prices based on items of similar quality,
 - c. a balance between long-term quality and cost.
5. Protect intellectual property.
6. Protect information and files from loss or significant damage.
7. Preserve and dispose of all records related to affairs or business of the Metro Flood Diversion Authority in accordance with all applicable state and federal law
8. Preserve and dispose of all records related to affairs or business of the organization following state and federal law.

Monitoring Method: Board Assessment

Monitoring Frequency: TBD

Metro Flood Diversion Authority

Adopted:

Policy Type: Operational Expectations Policies

Communication with the Board

The Executive Director shall assure that the Metro Flood Diversion Authority Board is fully and adequately informed about matters relating to the Metro Flood Diversion Authority's work and significant organizational concerns.

The Executive Director shall:

1. Attend meetings of the Metro Flood Diversion Authority Board. The Executive Director may participate in discussion at Diversion Authority Board meetings but may not vote.
2. Recommend to the Diversion Authority Board for adoption procedures or actions necessary to efficiently administrate the Metro Flood Diversion Authority's affairs.
3. Consult with staff members of the Member Entities and hold and conduct staff meetings as the Executive Director deems necessary.
4. At least four (4) times per year, the Executive Director shall call and meet with all the Member Entities' chief administrative officers.
5. Promptly provide for the board information about trends, facts, and other information relevant to the Metro Flood Diversion Authority diversion project.
6. Inform the Metro Flood Diversion Authority Board of significant money transfers within funds or other changes substantially affecting the organizational financial condition.
7. Assure that the Metro Flood Diversion Authority Board has adequate information from various internal and external viewpoints to assure informed Board decisions.
8. Inform the Metro Flood Diversion Authority Board of anticipated significant media coverage.
9. Present information in simple and concise form, indicating clearly whether the information is incidental, intended for decision preparation, or formal monitoring.

10. Treat all members impartially and assure that all members have equal access to information.
11. Inform the Metro Flood Diversion Authority Board, the Board Chair, or individual Board members if, in the Executive Directors opinion, the Board or individual members have encroached into areas of responsibility assigned to the Executive Director or if the Board or its members are non-compliant with any Governance Culture or Board/Executive Director Relations policies.
12. Inform the Board and Board Chair of any actual or anticipated noncompliance with any Board Operational Expectation policy or any expected failure to achieve reasonable progress toward compliance with these policies.
13. Inform the Metro Flood Diversion Authority Board or member entity as necessary the administrative disposition of complaints referred to the Executive Director.
14. Submit required monitoring data (see policy ED/BRP-5 Executive Director Accountability) in a thorough, accurate, and understandable fashion, according to the Board's annual work plan schedule, including both Executive Director interpretations and relevant data to substantiate compliance or reasonable progress.

Monitoring Method: Board Assessment
Monitoring Frequency: TBD

Metro Flood Diversion Authority

Adopted:

MONITORING OF GOVERNANCE POLICIES

Monitoring of Governance policies occurs through a detailed annual work plan.

Purpose of Work Plan

A built-in feature of the governance policies that logically outlines and guides the work of the Metro Flood Diversion Authority Board and Executive Director is an annual work plan. By developing an annual work plan, the Board:

- Empowers the Board to exercise leadership.
- Prioritizes the work of the Board.
- Regulates workflow.
- Establishes a monitoring schedule of policies.
- Demonstrates accountability.

Work is scheduled in these areas:

- GP monitoring
- ED/BRP monitoring
- Operational Expectations monitoring
- Board and Committee meetings
- Any other work the Board should plan its workaround.

Questions to consider:

- When should the board self-assess? Should GP and ED/BRP policies be monitored all at once in a retreat or scheduled in quarterly meetings?
- When should Operational Expectations policies be monitored, i.e., in line during the year with budget adoption or financial audit?
- When should committee meetings be scheduled, i.e., in alignment with Board meeting times and dates?
- What other commitments will the Board have, i.e., training, public engagement, etc.?

MFDA Governance Annual Work Plan (Draft)

Month	Governance Policies	ED/ Board Relationships	Operational Expectations	Board/Planning Committee Meetings	Other Meetings
January	GP 1-2-3	ED/BRP 1-2	OE 1-2-3	Board Meeting Planning CMTE Lands CMTE Finance CMTE	New Board Member Orientation
February				Board Meeting Planning CMTE Lands CMTE Finance CMTE	
March				Board Meeting Planning CMTE Lands CMTE Finance CMTE	
April	GP 4-5	ED/BRP 3	OE 4 - 5	Board Meeting Planning CMTE Lands CMTE Finance CMTE	
May				Board Meeting Planning CMTE Lands CMTE Finance CMTE	
June				Board Meeting Planning CMTE Lands CMTE Finance CMTE	
July				Board Meeting Planning CMTE Lands CMTE Finance CMTE	Summer Retreat?
August	GP 6	ED/BRP 4	OE 6 - 7	Board Meeting Planning CMTE Lands CMTE Finance CMTE	
September				Board Meeting Planning CMTE Lands CMTE Finance CMTE	

October				Board Meeting Planning CMTE Lands CMTE Finance CMTE	
November				Board Meeting Planning CMTE Lands CMTE Finance CMTE	
December	GP 7-8	ED/BRP 5-6	OE 8	Board Meeting Planning CMTE Lands CMTE Finance CMTE	

Policy Monitoring Form (Template)
(Name of Policy being Monitored)

Summary of Compliance Status
(Date)

Executive Director Certification

With respect to (Name of Policy) taken as a whole, the Executive Director certifies that the proceeding information is accurate and complete:

- In Compliance
- In compliance with Exception (as noted in the evidence)
- Not in Compliance

Summary Statement by Executive Director

Signed: _____ Date _____

Planning Committee Recommendation for Compliance

With respect to (Name of Policy), the Board:

- Accepts the report as fully compliant.
- Accepts the report as compliant with noted exceptions.
- Finds the Executive Director to be non-compliant.

Summary statement/motion of the Board

Signed: _____ Date _____