



BOARD GOVERNANCE

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Policy Owner:	Larry Shepherd	Approved By:	UIPA Board



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Revision Table

Version	Effective Date	Revision Author	Summary of Revisions
1.1	January 4, 2024	Amy Brown Coffin	Updated to new template w/ internal approval by Ben Hart
1.2	May 20, 2024	Larry Shepherd	Updated board term limit statutory reference
1.3	Pending Board Approval	Amy Brown Coffin	Added language on non-voting board member appointments

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I. Purpose Statement

The UIPA Board of Directors represents, leads, and serves the UIPA and holds itself accountable to it by committing to act in the organization's best interests and by ensuring that all Board and organizational action is consistent with law and the board's policies.

II. Regulatory / Legislative Requirements

- Open & Public Meetings Act
- UCA 11-58 Utah Inland Port Authority Act
- UCA 11-58-3 Port Authority Board

III. Scope

This policy is designed to provide board standards for operations and governance for all UIPA board members.

IV. References

- UIPA BP-07 Procurement Policy
- UIPA BP-15 Code of Conduct Policy

V. Definitions

None

VI. Roles & Responsibilities

Role	Responsibility
Board Chair	• Conduct meetings • Reviews and approves agenda

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	• Endorses board-approved resolutions, minutes and other records
Board Secretary	• Attend meetings and keep a record of the proceedings • Ensure compliance with Open and Public Meetings Act • Provides new board member orientation • Oversees required board training • Track board members' terms of office • Maintain oath of office, disclosures, and other member records
Board Treasurer	• Maintain financial records and approve disbursements • Present a detailed financial report at least quarterly to the board • Oversight of agency funds • Approve payments after determining that sufficient funds are available • Maintain oversight of all money • Deposit and invest all money in accordance with State Money Management Act • Oversee and record all public funds and money payable to UIPA • Keep an accurate, detailed account of all money received
Board Vice Chair	• Act as board chair when the board chair is not available to attend the meeting

VII. Policy

The UIPA board takes ultimate responsibility for governance of the entity by appointing an executive staff, providing board policy guidance, authorizing the use of resources, setting goals and expectations, and monitoring results. The board recognizes that their role is to be more than just a ceremonial body. They have the responsibility to lead and hold staff accountable for results. Both the board and executive director hold everyone accountable to high standards of performance.

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VIII. Individual Board Member Duties

- Be informed about UIPA's vision, mission, project areas, strategic plan, and policies.
 - Oversee progress on the strategic plan priorities and achievements.
 - Approve board policies including pursuant to UCA 11-58-205, a procurement policy.
 - Adhere to the Code of Conduct policy.
 - Pursuant to UCA 11-58-5, may adopt project areas, project area amendments, and project area budgets.
 - Pursuant to UCA 11-5-8-603, may approve business recruitment incentives.
 - Pursuant to UCA 11-58-7, may adopt infrastructure loans resolutions.
- Pursuant to UCA 11-58-305, hire and oversee the executive director.
- Attend board and assigned committee meetings.
 - Review board meeting agenda and supporting materials prior to meetings.
- Serve on committees or advisory councils.
- Assist the board in carrying out its fiduciary responsibilities.
 - Exercise duty to be loyal and honest, to act in good faith and in the best interest of the organization.
 - Never allow own interests to conflict with the duty to the organization.
 - Act as stewards of public trust.
 - Exercise reasonable care in all decision making, without placing the organization under unnecessary risk.
 - Pursuant to UCA 11-58-8, adopt and monitor annual budgets and budget amendments.

IX. New Board Member Orientation

The Board Secretary will oversee new board member orientation, which will include an orientation meeting and board member responsibilities.

X. Term Limits

11-58-303 establishes term limits for voting board members.

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A non-voting board member, whose appointment is not dictated by statute, shall be appointed by the board chair in a public meeting and serve at the pleasure of the board and may be removed and replaced at any time, with or without cause, by the board chair. Non-voting board member terms will be 4 years. Each non-voting board member shall serve until a successor is duly appointed and qualified. Non-voting board members may serve multiple terms if duly appointed to serve by the board.

XI. Board Meetings

At minimum, board meetings will be held quarterly.

The board secretary is responsible for posting meeting details and attachments to the Public Notice Website as well as fulfilling obligations required by the Open & Public Meetings Act.

The board secretary will prepare draft agendas and submit them to the board chair. The board chair reviews and approves the agenda before each meeting, inviting other board members to propose additional agenda items, if desired. If the board chair is not available to review and approve the agenda prior to each meeting, the board vice chair will fulfill this responsibility.

XII. Compliance

The board verifies that the entity has complied with applicable state laws including certification and filing of annual budget (Utah Code 17B-1-614), notice of public meetings (Utah Code 52-4), notice of board member contact information (Utah Code 17B-1-303).

XIII. Training

Board members regularly receive the required training in open and public meetings, board governance and other matters applicable to the entity’s mission. Training can be obtained online at <https://auditor.utah.gov/training/local-district/>, through in-house seminars, and at conferences such as those offered by the Utah Association of Special Districts.

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The board secretary will ensure that required training is scheduled and documented.

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