



QUARTZ MOUNTAIN

BOARD OF TRUSTEES

1.1 POLICY AND PROCEDURES FOR THE CONDUCT OF TRUSTEES MEETINGS

1.1.1 The Board of Trustees for the Quartz Mountain Arts & Conference Center & Nature Park.

The Board of Trustees for the Quartz Mountain Arts and Conference Center and Nature Park (“Center”) is the administrative agency for the Center with powers and duties defined by 70 O.S., Sections 4450-4452. As an arm of State Government, the Board of Trustees’ operations are subject to such statutory regulation and requirements as the Open Meeting Act (25 O.S., Sections 301 to 314) and the Open Records Act (51 O.S., Sections 24A.5 through 24A.18).

The Board consists of nine members, representative of the following;

Position 1. The president of an arts organization recognized as a nonprofit organization that utilizes the Center facilities for the fine arts institute and continuing education programs offered by the organization.

Positions 2 & 3. Individuals who are members of an arts organization recognized as a nonprofit organization that utilizes the Center facilities for the fine arts institute and continuing education programs offered by the organization.

Position 4. A resident of Kiowa County.

Position 5. A resident of Greer County.

Position 6. A resident of Jackson County.

The remaining three positions shall be the presidents of each of the following higher education institutions:

1. Western Oklahoma State College
2. Cameron University
3. Southwestern Oklahoma State University.

Legislation (ENR. H.B. 2462) provides that “any member selected by a president of a higher education institution to serve on the board shall be employed as an

administrator at the vice-president level or higher or as a provost at the higher education institution which the member is representing.

1.1.2 Role of the Board of Trustees

The Board of Trustees for the Quartz Mountain Arts and Conference Center and Nature Park is the governing board of the Center and as such, has full authority over all aspects of the Center and final responsibility for its proper operation, subject only to higher authority.

The objectives, purposes, nature, range and pace of efforts of the Center are the concern of the trustees as a policy-making body, and general policies may be developed from time to time as need for direction may occur. These take the form of broad general policies for the direction of the Center's administration. These policies may be initiated by members of the Board or by the Board working with the Executive Director. Such policies so established constitute guidelines for the Executive Director, in the formulation of administrative organization, policies and procedures for implementation.

The Board of Trustees, while maintaining the general overview and control, entrusts the conduct of administration to the Executive Director and personnel subordinate to him/her. The Board plays an important role in relating the needs of the Center to the public and in being helpful in obtaining needed capital and operating funds. The Trustees are interested in developing long-range planning in cooperation with the Center administrative staff. The responsibility of the Trustees is an important responsibility which is exercised with much thought and judgment.

1.1.3 Powers and Duties of the Board

- A. Select and appoint the Executive Director.
- B. Determine the broad general policies which will govern the operation of the Center and review them periodically.
- C. Consider and take appropriate action concerning recommendations of the Executive Director in all matters of policy relating to the welfare of the Center, including employees' compensation, site use and physical plant development, capital expenses, and program development.
- D. Employ and fix the compensation and duties of other professional personnel as it deems necessary, including architects, attorneys, and engineers, for the operation of the Center.

- E. After evaluating the recommendations of the Executive Director, assume the responsibility for making decisions concerning appointment, retention, or dismissal of other staff members.
- F. Enter into contracts, purchase supplies, materials and equipment, and incur such other expenses as may be necessary to operate the Center. Authorize administrative officials at the Center to act in its behalf in the making of contracts and the purchasing of supplies, materials and equipment, in accordance with authority delegated to them
- G. Approve the disposition of all monies appropriated by the Legislature or by the Congress or derived from the sale of bonds or received from any other source by the Center.
- H. Be responsible for the development of adequate financial support and approve the annual budget.
- I. Approve and cause accurate records to be kept of the expenditure of all funds.
- J. Receive and approve disposition of monies, grants and property from federal agencies, and administer the same in accordance with federal requirements.
- K. Acquire and take title to real and personal property in its name, on behalf of the Center, and convey exchange or dispose of, or otherwise manage or control, such property in the interest of the Center, including the granting of leases, permits, easements, and licenses over or upon any such real property. The Board shall have the power to institute any legal action in the name of the Board before any court having jurisdiction of such actions. The Board shall have custody of abstracts of title and instruments affecting the ownership of or title to real property belonging to the Center.
- L. Supervise the planning and construction of all buildings and facilities at the Center.
- M. Serve as a court of final appeal for employees of the Center on matters of policy formulated at the Board of Trustees level, and function as a legislative and policy-making body responsible for the oversight and control of the Center, assigning and charging the Executive Director with all executive functions.
- N. Otherwise exercise all duties and responsibilities accruable to a corporate body under the laws of the State of Oklahoma to make Quartz Mountain Arts & Conference & Nature Park effective for the purpose for which it is maintained and operated.

1.1.4 Organization of the Board

In accordance with state law, the officers of the Board shall be Chairperson, Vice Chairperson and Secretary. Officers shall be elected annually and assume the responsibilities of their respective positions beginning the following July 1 for a period of one year. With the vacancy of an officer position, election of officers will be scheduled on the Board of Trustee's agenda at the earliest possible time.

The Chairperson shall preside at all meetings of the Board, call special meetings as deemed appropriate, and sign all documents of the Board requiring his/her signature. The Vice Chairperson shall perform the duties of the Chairperson in his/her absence. The Secretary will sign all documents of official actions of the Board requiring his/her signature.

1.1.5 Committees of the Board

- A. **Authority.** Board of Trustees' committees will serve as focus tools of the Trustees and a constructive resource to the Executive Director. All action will be taken by the full board. The committees will take no action.
- B. **Standing Committees.** The chairman and members of standing committees will be appointed annually by the Chairman with recognition of both continuity and new member factors. Appointments will be effective at the start of the July 1 fiscal year. Standing committees will consist of three or four members: a chairman, and two or three members. The Board of Trustees' Chairman holds ex officio status on all committees. Current standing committees and their responsibilities are:

1. Personnel Committee. This committee will provide guidance for the Board of Trustees and the Executive Director in:

- a. Long-range planning for the Center, planning of Trustee retreats, formulating strategies to implement goals and programs of the Trustees, and monitoring and enhancing constituency relations.
- b. Personnel and organizational matters and annual performance evaluations.
- c. The Administrative Policies and Procedures Manual development and recommendation of changes as necessary.
- d. Review and formulation of recommendations relating to service contracts and agreements, with the exception of audit and construction agreements, which are handled by other committees.

2. Budget and Audit Committee. This committee will provide guidance for the Board of Trustees and the Executive Director in:

- a. Development of annual operating budget needs request for the Center for submission to the Oklahoma State Regents for Higher Education.
- b. Development and approval of an annual operating budget for the Center, including all sources of revenue, for submission to the Oklahoma State Regents for Higher Education.
- c. Review, approval and monitoring of the fiscal aspects of programs operated by the Center; receive grants, donations, gifts and other non-state funding.
- d. Fiscal and resource management of the Center's operations, including review of agency financial reports.
- e. Develop and implement the Center's fiscal policies.
- f. Review annual audits of the Center as well as annual and/or special audits of all components of the Center's operations as appropriate, and make reports and recommendations to the Board of Trustees.
- g. Review proposals for audit services for the next fiscal year and make recommendations to the Board of Trustees for the employment of an auditor.

3. Facilities Committee. This committee will provide guidance for the Board of Trustees and Executive Director on:

- a. Development of requests for proposals for facility construction or renovation; review and recommendation of construction contracts; monitoring of architecture/contractor performance.
- b. Review and recommend actions relating to titles to real and personal property, leases of Center facilities for programs and institutes, and acceptance of funds for development of the Center facilities.
- c. Development of rules of operation relating to property (e.g., traffic, fees).

C. Special Committees. May be established as needed by the Chairman, which will be dissolved when their purpose is accomplished.

1.1.6 Board Meetings

The following guidelines have been established for regular and special meetings:

A. Regular Meetings.

1. **Schedule.** Regular meetings of the Board of Trustees shall be determined annually with notice being submitted to the Secretary of State by December 15 of each calendar year. The schedule of meetings will show the date, time, and place of each regular scheduled meeting for the following calendar year.
2. **Posting.** In addition, advance public notice is displayed in prominent public view at the Center at least 24 hours prior to such meetings setting forth thereon the date, time, place, and agenda for said meeting. This 24 hours prior public posting excludes Saturdays and Sundays and holidays legally declared by the State of Oklahoma. However, the posting of an agenda does not preclude the Board of Trustees from considering at its regularly scheduled meeting any new business.
3. **Meeting Change.** If any change is to be made of the date, time, or place of regularly scheduled meetings, then notice in writing will be given to the Secretary of State not less than 10 days prior to the implementation of any such change.
4. All meetings of the Board will be open meetings in compliance with provisions of state law (O.S. 1981, Section 301-314).

B. Special Meetings.

1. **Schedule.** Special meetings are held as necessary and upon the call of the Chairman.
2. **Notice.** Written notice will be given to all Trustees accordingly at least five days in advance of the meeting, or each Trustee will be notified by personal telephone call. Public notice will be given at least 48 hours prior to special meetings. Such public notice of date, time, and place shall be given in writing, in person, or by telephonic means to the Secretary of State.
3. **Posting.** Public notice will be displayed in prominent public view at the meeting location at least 24 hours prior to such special meetings, setting thereon the date, time, place, and agenda for said meeting. Only matters appearing on the posted agenda may be considered at said special meeting. The 24 hours prior public posting shall exclude Saturdays and Sundays and holidays legally declared by the State of Oklahoma.

C. Emergency Meetings.

1. **Schedule.** Emergency meetings may be called for the purpose of dealing with an emergency which is defined by law.

2. **Notice.** An emergency meeting of the Board of Trustees as defined by the Open Meeting Act may be held without public notice heretofore required. Should an emergency meeting be necessary, as much advance public notice as reasonable and possible under the circumstances existing must be given, in person or by telephonic or electronic means.

D. Continued or Reconvened Meetings.

1. **Schedule.** In order to finish business appearing on an agenda of a previous meeting, the Board of Trustees may continue or reconvene that meeting at another time. Only matters on the agenda of the previous meeting at which the announcement of the continuance is made may be discussed at a continued or reconvened meeting.
2. **Notice.** Public notice of continuation or reconvening of a meeting (including date, time, and place of continued meeting) shall be given by announcement at the original meeting.

E. Committee Meetings or Study Sessions.

1. The committees are comprised of a minority of the Board and are non-action groups. As such, they are not subject to the provisions of the Open Meeting Act.

All Trustees will be notified of committee meetings and will receive all written committee material. Non-committee members electing to attend the meetings must take the responsibility for notifying the Executive Director's office no later than 48 hours in advance of the meeting in order that proper notice and posting requirements can be met under the Open Meeting Act. In the event that a majority of Trustees are present for the committee meeting without the accomplishment of proper notice and posting requirements, the committee chairman will be authorized to reduce the number of Trustees in attendance to a number that will not violate the Open Meeting Act.

F. Informal, Electronic, or Telephonic Meetings.

1. The Board of Trustees will not hold meetings electronically or by telephone to decide any action or vote on any matter.

G. Cancelled Meetings.

1. The Board of Trustees shall utilize quorum calls in advance of meetings as needed to determine possible attendance at regular and special meetings. Should it be found that a majority of the members will not be present for a

meeting, the Chairman will be notified and will declare the meeting cancelled due to an anticipated lack of quorum. Notice of the cancellation will immediately be filed with the Office of Secretary of State, and individuals receiving agenda listings will be notified to the extent possible.

1.1.7 Rules of Procedure for Meetings.

A. Open to the Public.

1. All meetings of the Board of Trustees are open to the media and the public pursuant to State law.

B. Agenda Preparation.

1. **Submission of Items.** The agenda is prepared by the Executive Director at the direction of the Chairman. Trustees and other individuals wishing to place an item on the agenda must submit that item to the Chairman or Executive Director.
2. **Schedule.** Agendas for regular and special meetings will be sent to the Trustees one week in advance utilizing telephonic or electronic means. Agendas for emergency, or committee meetings will be available for Trustees at the time of the meeting or sooner if possible.

Agenda listings of the Board of Trustees' regular meetings will be sent to individuals requesting a copy 48 hours prior to the meeting. Requests for agenda listings must be renewed annually by calendar year in writing to the Executive Director's office.

3. **Items for Consideration at Meeting.** All matters to be considered at a Board of Trustees' meeting shall appear on the agenda and may include:
 - a. **New Business.** An item called "New Business" shall be listed on each regular meeting agenda under which only matters not known about or which could not have been reasonably foreseen prior to the time of posting may be considered.
 - b. **Executive Session.** A proposal for an Executive Session must be listed on the agenda and must contain sufficient information to advise the public that an executive session will be proposed, what matters are proposed to be discussed in the executive session, what action, if any, is contemplated to be taken on matters proposed for discussion in an executive session, and what specific provision of law supports the executive session. Trustees may hold Executive Sessions only as provided by law.

- c. **Hearings.** The Trustees will provide notice at the time of their public meeting of (1)hearings on proposed policy adoptions or changes to be considered at the next regular meeting and (2) appeals of Board of Trustees' actions which will be scheduled on the following regular agenda for further review.

C. Disposition of Business.

1. **General Guidelines.** Unless otherwise specified in their operations policy or unless contrary to state law, the Trustees will adhere to Robert's Rules of Order, Newly Revised Edition.
2. **Quorum.** Meetings of the Board of Trustees will be conducted only with a majority quorum of members present.
3. **Vote.** The vote of each member will be publicly cast and individually recorded. Aye votes may be made by group acclamation. Any nay votes will necessitate an individual roll call. A simple majority vote of those present for the meeting is required for action on an agenda item.

Items on the agenda may be advanced by "unanimous consent." If objection is voiced, the Chairman will call for a vote on the advancement motion which will require a two-thirds majority for passage.

A majority vote of the quorum present is required to go into executive session. No vote or action may be taken in executive session; and action, if any, must be taken after returning to open meeting in the usual manner.

4. **Record of Proceedings.** The proceedings of the Board of Trustee's meetings will be kept by a designated record keeper in the form of written minutes which shall be an official summary of the proceedings showing clearly those members present and absent, all matters considered and all actions taken by the Trustees. The minutes of each meeting will be open to public inspection and will reflect the manner and time of notice required by the Oklahoma Open Meeting Act. In the written minutes of an emergency meeting, the nature of the emergency and the proceedings occurring at such meeting, including reasons for declaring such emergency meeting, shall be included.

A record of committee meetings will be kept by a designated record keeper and made available to all Trustees. The Chairman of the Board along with the Secretary will attest to the accuracy of the record.

Written minutes shall be kept of all executive sessions held by the Board of Trustees. Such minutes shall be prepared by the designated record keeper and transmitted in confidence to the Trustees for their review.

Minutes of the executive sessions shall be approved in the same manner as the minutes of open sessions of the Trustees, except that minutes of executive sessions shall not be made available for public review. Written minutes of executive sessions are not public records and will not be made available for public review except as specifically authorized by the Trustees through the adoption of a formal resolution approving such disclosure, or as ordered by a court of competent jurisdiction. Written minutes of the executive sessions of the Board of Trustees shall be maintained by the Executive Director in such a manner so as to ensure their security and confidentiality.

5. **Review and Approval of Proceedings.** Regular, Special, or Emergency Meetings: The summary of meetings shall be transmitted to all Trustees as soon as possible following the meeting for their review. Should any Trustee upon preliminary review of the minutes note the need for any factual correction, such shall immediately be called to the attention of the Executive Director or the individual designated by the Trustees as official record keeper.

Minutes of all open meetings shall be included in the bound agenda sent to the Trustees prior to their next meeting.

The Trustees, at their regular meeting shall move approval, approval with amendment, or tabling of open meeting minutes for acceptance into the official records of the Trustees.

The Chairman and the Secretary shall attest pursuant to the Board's action regarding the true and accurate recording as these documents become part of the official records of the Board of Trustees. In the absence, disqualification, or disability of the Chairman or Secretary, the Vice Chairman shall so attest for such respective officers.

1.1.8 Compensation for Board Members

As provided by state law, each member of the Board shall be paid travel for attending both regular and special meetings of the Board. Members of the Board shall be reimbursed for actual expenses incurred in the discharge of their official duties in accordance with state law.

1.1.9 Board Policies, Rules and Regulations

As policies, rules and regulations of the Board are promulgated and adopted; they shall be published in a handbook and copies furnished to all members of the Board, Administrative Staff of the Center, the Oklahoma State Regents for Higher Education, and others having an interest in and responsibility for the general operation of the Center.

A. Commandments for Trustees

Through long experience, members of governing bodies of standing institutions have learned that certain practices of operation exist which are generally good, and some which are generally not good. This Board of Trustees and the Trustees as individuals will normally observe the following:

1. Board meetings will not be conducted without the Executive Director.
2. Only one administrative person, the Executive Director, is directly responsible to the Board.
3. Employee grievances should not be solicited or encouraged by a Trustee.
4. Trustees should not become an advocate for seeking a job at the Center.
5. Trustees should not conduct personal investigations into charges of unfairness or inappropriateness regarding Center employees or related issues.
6. Trustees should only function as a Trustee when meeting as a Board.
7. Trustees should not speak on behalf of the Board except when authorized to do so by the Board.
8. Questions pertaining to the administration of the Center should be referred to the Executive Director of the Center.
9. Trustees should insist upon written policies.

B. Code of Ethics for Trustees

As a member of the Board of Trustees for the Quartz Mountain Arts & Conference Center & Nature representing all the citizens of Oklahoma concerned with the Center, it shall be the trustee's constant endeavor to:

- A. Devote time, thought, and study to the duties and responsibilities of a Trustee so that effective and creditable service may be rendered.
- B. Work with fellow Board members in a spirit of harmony and cooperation in spite of differences of opinion that arise during vigorous debates of points of issue.
- C. Base any personal decision upon all available facts in each situation; to vote with an honest conviction in every case, not swayed by partisan bias of any kind; therefore, to abide by and uphold the final majority decision of the Board.

- D. Remember at all times that as an individual the Trustee has no legal authority outside meetings of the Board, and to conduct any relationship with the Center staff, the citizenry, and all media of communication on the basis of this fact.
- E. Resist every temptation and outside pressure to use the position as a Board member to benefit either his/herself or any other individual or agency apart from the total interest of the area which the Center serves.
- F. Under all circumstances the primary function of the Board is to establish the policies by which the Center is be administered, but that the administration and conduct of routine Center business shall be left to the Executive Director and his/her professional and nonprofessional staff.
- G. Welcome and encourage active cooperation by citizens, organizations, and the media of communication in the area and state with respect to establishing policy on current Center operations and future developments.

2.1.14 General Principles and Policies

In exercising its legally constituted powers of governance, the Quartz Mountain Arts & Conference Center & Nature Park Board of Trustees desires at all times to keep uppermost in mind the purposes for which the Center was founded and for which it presently exists. The Board further desires to recognize and promote sound administrative leadership of the Center through reliance upon and support of its Executive Director and staff.

The Board understands that it is a lay group having public responsibility for the affairs of the Center, for policy-making in the interests of sound business practices and public accountability keeping in mind the interests of the people of the state, and general supervision of Center operations.

The Board desires to execute its general responsibilities in a manner which will discharge its obligation to the public and will promote professional and business responsibility in its staff. It seeks to maintain a harmonious working relationship with its administrative staff. It is believed that this may best be kept by thus defining its role and keeping within it unless required by important circumstances to enter into the detail of administrative matters and internal operations.

The Board therefore states the following as operating policies in these areas of Center operations:

A. Administrative Relationships

1. The Executive Director is a professional advisor and executive officer to the Board acting in both a policy-recommending and policy-executing

role. Other than in matters affecting his/her own personal status, he/she is present at official Board meetings.

2. The Board employs personnel upon the recommendation of the Executive Director. It does not interview employees to make recommendations unless requested by the Executive Director. The Executive Director is authorized to extend contract offers to candidates prior to the approval during times when needs are pressing. The Board may reject any recommendations but will exercise this prerogative only for important reasons.
3. The Executive Director usually serves as the public spokesman for the Board and the Center. The chairperson also serves in this capacity as occasion dictates.
4. The Board relies upon the Executive Director for staff supervision, for assignment of duties and other personnel matters following established policies and guidelines..
5. The Board of Trustees, from time to time as need arises, by appointment or contract, secures the special services of professional and technical personnel such as architects and engineers, etc., to assist it in the exercise of its powers and duties. Such professional and technical personnel should work closely with the chief administrator of the Center.

B. Orientation of New Board Members.

The Executive Director will schedule and conduct a briefing for new Trustees within two weeks of the member's confirmation as provided by state law.

C. Amendment of Board of Trustees Policy and Procedure.

These policies and procedures may be amended at any regular meeting of the Board of Trustees by a two-thirds majority vote, provided that the amendment has been submitted in writing at the previous regular meeting.