



# COUNCIL RULES OF CONDUCT

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<b>Date Adopted:</b>	12/03/2020	<b>Date Revised:</b>	
<b>Updated By:</b>	Executive Director, General Counsel, & Alyssa Shenk		

These Northwest Colorado Council of Government (NWCCOG) Council and Executive Committee Rules of Conduct (“Rules”) are designed to establish reasonable expectations for member representative conduct and describe the reasonable manner in which member representatives should interact with each other, with NWCCOG staff, constituents and others they come into contact with while representing NWCCOG. For ease of reference the term “Member” is used in these Rules to refer to any member representative or designated alternate.

## RULES of CONDUCT

### Members Ethical Conduct

Members are expected to comply with applicable laws governing ethical conduct, including those requiring avoidance of conflict of interest, prohibiting receipt of unauthorized gifts, and prohibiting unauthorized use or disclosure of confidential information belonging to NWCCOG. Members shall not engage in any activities constituting malfeasance in appointed office.

**Conflict of Interest:** A conflict of interest exists when it is reasonably foreseeable that a NWCCOG Council decision will have a material effect, distinguishable from its effect on the general public, on a NWCCOG Council Member’s financial interests, the interests of his or her relatives, the interests of an employer, business associate, or a principal customer or client or a business in which the Member holds a substantial interest (5% or more of the ownership interest, active part in the management of or is a creditor in the business, whether secured or unsecured). A conflict of interest does not arise from the interests of a Member that stem from another public position that the Member holds, or position on the board of directors of a nonprofit entity for which the Member has fiduciary oversight (for instance approval of a NWCCOG grant or program assisting the Members’ jurisdiction is not a conflict of interest). A conflict does exist if that Member is employed by a nonprofit entity being considered for funding.

No Member also serving as an employee or independent contractor to NWCCOG should make any decision affecting their own pay, arising from a program from which they work, or related to an employment matter about staff with or for whom the Member works. A potential conflict of interest involving an employee of NWCCOG who is elected to office and then becomes a representative of a local government Member must also be disclosed and appropriately addressed as set forth below.

When met with a conflict of interest, a Member shall announce publicly the nature of the conflict at the beginning of the Council meeting in which the conflict arises from an agenda item and:

- A. Except as provided in subparagraph (B) of this paragraph, refrain from participating in any discussion or debate on the issue out of which the conflict arises and from voting on the issue. The Member shall leave the room during the time the proposed action is being discussed and the decision is being made, shall recuse themselves, and may not testify before the council on the matter; and
- B. If any Member’s vote is necessary to meet a requirement of minimum number of votes to take official action, the Member’s vote shall be counted as (abstain) and may be counted towards meeting a quorum.

It is important that Members follow both the letter and spirit of this section and that they strive to avoid situations that may create the appearance of impropriety or a public perception. Perception of such conflict can have the same negative impacts of public trust as actual conflicts of interest. If a Member is not clear about a potential conflict of interest, that Member should seek direction prior to the meeting from the NWCCOG Council Chair, Executive Director, or General Counsel.

Members can be censured or be requested to be removed from representation for violation of conflicts of interest.

## Members' Conduct in Public Meetings

Members are individuals who, with their Member jurisdictions, hold a wide variety of values, positions and goals. Despite the diversity, each has been appointed by the Member jurisdiction they represent to serve their respective jurisdictions' interest in furthering mutual, regional cooperation on the NWCCOG Council. In all cases, this common goal should be acknowledged even though individuals and Member jurisdictions may not agree on every issue.

- A. ***Honor the role of the chair in maintaining order:*** It is the role of the chair of the NWCCOG Council and Executive Committee to keep the comments of Members and overall discussion on track during meetings. Members should honor efforts by the chair to focus discussion on current agenda items and maintain decorum and civility as well as stay on schedule during a meeting. If there is disagreement about the agenda or the chair's actions, those objections should be voiced politely and with reason following customary basic rules of procedure (NWCCOG Council has not adopted a formal rule of procedure).
- B. ***Practice civility and decorum in all discussions and debate:*** Difficult questions, rigorous challenges to a particular point of view and criticism of ideas and information are legitimate elements of debate. However, "free debate" does not require or justify, and Members are expected to avoid making, any intentionally intimidating, slanderous, threatening, abusive or disparaging comments or attack.
- C. ***Avoid personal comments that could offend other Members:*** If a Member is personally offended by the remarks of another Member, the offended Member should make notes of the actual words used and may call for the chair to challenge the other person to justify or apologize for the language used. The chair controls the discussion.

It is the role of the chair and of all Members to address non-compliance with conduct with each other in public meetings to maintain order in a meeting. For Members who intentionally or repeatedly disregard these rules of conduct, see COMPLIANCE (B)

## Members' Compliance with Colorado Meetings Law

All NWCCOG Council or Executive Committee meetings will have an agenda that will be posted on the NWCCOG website at least 24 hours in advance of the meeting. A meeting summary or minutes shall be kept to the extent necessary to record decisions made and denoting all Members who are present. Meetings require a quorum per the NWCCOG bylaws. All motions must be recorded and include the name of the Member making the motion, the name of the Member seconding the motion and the outcome of the vote. Council or Executive Committee may convene in executive session solely for purposes authorized by and in compliance with the procedures and requirements of Colorado Open Meetings Law. Participation in an executive session shall be limited to Members of the Council or Executive Committee, the Executive Director or NWCCOG Counsel or other such persons identified by the committee as participants or part of the request or motion to convene in executive session. The Executive Committee may annually convene in executive session of a posted meeting without the Executive Director present until invited in for the performance review of the Executive Director or to address complaints associated with the Executive Director. NWCCOG is subject to Colorado Open Records Act compliance.

## Members' Conduct with the Public in Public Meetings

NWCCOG Council Meetings are posted and open to the public. Public and "visitors" must be recognized by the chair to speak, and may have their time limited at the discretion of the chair. The primary business of NWCCOG meetings is to move on considerations necessary to maintain operation of NWCCOG programs which require a vote of membership through those appointed to Council. The secondary business of NWCCOG is to share and discuss information of regional interest among the membership. Most agenda items do not require public participation as is customary in a municipal or county board or council meeting. While it is rare that a NWCCOG agenda decision item requires public testimony or a formal public hearing there are cases when it is required. In such cases the agenda item should be labelled to identify it as Public Hearing such as when the NWCCOG Council acts in this capacity is with regard to it's role in adopting the Regional Water Quality 208 Plan. When there is a Public Hearing, or on occasion when a member of the general public attends a NWCCOG Council meeting and wishes to address the Council, these rules apply:

- A. **Public Hearing:** The meeting should be held in a venue appropriate and conducive to public attendance. Making the public feel welcome is an important part of the public meeting process. No signs of partiality, prejudice or disrespect should be evident on the part of individual Members toward an individual participating. Every effort should be made to be fair and impartial in listening to public testimony. No ex parte contacts are allowed between Members and the party requesting the public hearing.
- B. **Be welcoming to speakers:** while questions or clarifications may be asked, the Member's primary role during public input is to listen
- C. **Respect for the speaker's testimony:** Members should be conscious of their activity while others are speaking and avoid facial expressions, comments or other actions which could be interpreted as smirking, disbelief, anger or boredom.
- D. **Ask for clarification but avoid debate and arguing with the public:** Only the chair, not individual Members can interrupt a speaker during public testimony.

It is the role of the chair and of all Members to address non-compliance with conduct with each other in public meetings to maintain order in a meeting. For Members who intentionally or repeatedly disregard these Rules, refer to the procedure for reviewing complaints in Compliance(b).

### **Members' Conduct with NWCCOG Staff**

Governance of NWCCOG relies on the cooperative efforts of Members who set policy, and NWCCOG staff who advise the Council (primarily through the Executive Director) and Committees and implement and administer NWCCOG programs and policies. Therefore, every effort should be made to be cooperative and show mutual respect for the contributions made by each individual staff Member. Direction to the organization from the Council is made only through official action taken on a posted agenda item in a posted meeting to the Executive Director.

- A. **Treat all NWCCOG staff as professionals:** Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected. Unprofessional behavior toward NWCCOG Staff is not acceptable.
- B. **Never publicly criticize an individual NWCCOG staff member:** Members should never express concerns about the performance of an individual NWCCOG staff member in public, to the staff member directly, or to the staff member's Director. Comments about NWCCOG staff performance should only be made to the Executive Director through private correspondence or conversation. NWCCOG has a "Complaint and Investigation Procedure for ADA, Diversity, and Harassment Complaints" outlined in the Employee Handbook for such claims, which clarifies the role of the NWCCOG Council and Executive Committee in such instances. If the concern regards the Executive Director, it should be expressed to the chair and to the Executive Director within and through the established Executive Director performance evaluation process. The General Counsel must be notified before the Council engages in any investigation.
- C. **Avoid individual involvement in administrative functions:** Members acting in their individual capacity must not attempt to unduly influence NWCCOG staff in the making of appointments, awarding of contracts, hiring of employees, selecting of consultants, processing of applications, granting NWCCOG approvals or authorizations, or general program management. The NWCCOG Council and Executive Committee are to provide policy direction to the organization exclusively through the Executive Director.
- D. **Do not solicit political support from NWCCOG Staff:** Members, who are often elected officials, should not solicit any type of political support from NWCCOG staff. NWCCOG staff may, as private citizens with constitutional rights, support political candidates but all such activities must be done away from the workplace and not utilize NWCCOG time or resources.

### **Members' Responsibility in Non-Discrimination and Harassment**

NWCCOG cultivates an inclusive environment that is free from discrimination, harassment, and retaliation. It is the policy of NWCCOG that no person shall be discriminated against on the basis of race, color, national origin, education, marital status, age, body size, political affiliation/ philosophy, socio-economic status, disability, military status, veteran status, genetic information, sex, gender, gender expression, sexual orientation, HIV status, amnesty or any other status protected by applicable federal, state, or local law. All Members are expected to comply with these policies, and must not engage in behavior that violates these policies. Any violations of these policies by

Members while acting in a NWCCOG Member role with the public, staff, or other Members are subject to investigation and appropriate compliance actions.

## COMPLIANCE

- A. **Behavior and Conduct:** These Rules express standards of appropriate conduct expected for Members, and Members themselves have the primary responsibility to assure that expectations for appropriate conduct are understood and met. The chair of NWCCOG Council and Executive Committee have the additional role of intervening when actions of Members appear to be in violation of the Rules, or when such actions are brought to their attention.

Members who intentionally and repeatedly disregard the Rules, or who commit a serious infraction of the Rules, may be reprimanded, censured, have the matter reported to the Member jurisdiction's governing body (or to the elected official for that the Member jurisdiction appointed to NWCCOG), with or without a request to that jurisdiction's governing body that the appointed Member be replaced or subject to other sanctions.

- B. **Review of Complaints:** It is preferred that complaints that escalate to response beyond a reprimand be put in writing for consideration. Anonymous complaints will not be considered. The prompt review or investigation of complaints is the responsibility of the NWCCOG Council Chair who may defer the matter to the NWCCOG Executive Committee, which must hold a properly posted meeting (which may include a legally entered executive session) following the submittal of a complaint of a violation of the Rules. All actions taken will require a majority vote of the entire membership of the Executive Committee. The Executive Committee shall have the power to maintain information relating to a complaint as confidential to the extent possible and appropriate under applicable laws.

The chair or Executive Committee may choose to delegate an investigation of a complaint, especially those of Non-Discrimination or Harassment to an appropriate third party as may be recommended by NWCCOG General Counsel or CIRSA.

No Member representative may exercise a vote or grant or withhold any consent pursuant to these Rules for any matter concerning the Member's own conduct.

The compliance provisions herein are not a substitute for any remedies for violations of state or federal law, and nothing herein prohibits the reporting of violations of state or federal law to the appropriate governmental authorities.

## IMPLEMENTATION

The Rules are intended to be self-enforcing and an expression of the standards of conduct for Members expected by NWCCOG. It therefore becomes most effective when Members are thoroughly familiar with these Rules and embrace their provisions. For this reason, the Rules are distributed to Members upon notification of their appointment to NWCCOG Council with regular Member resource materials, and are contained in the annually updated and electronically distributed Member Handbook. Trainings can be provided upon request. By accepting appointment as a Member, Members are expected to adhere to the Rules. In addition, the Rules shall be periodically reviewed and updated by the NWCCOG Council.

## DEFINITIONS

In addition to terms that may be defined or otherwise explained above, the following definitions shall apply:

*Confidential Information* means information that is not available to the general public under applicable laws, ordinances, and regulations, and which is obtained by reason of the Member's position with NWCCOG.

*Gift* means the transfer of a thing of value by one (1) person to another person without the person transferring the thing of value receiving in return lawful compensation or consideration of equal or greater value from the person receiving the thing of value, and may also include any forbearance or forgiveness of indebtedness from any person, without such person receiving lawful consideration of equal or greater value in return. However, a gift shall not mean anything of value given to a person by a local, state, or the federal government as authorized by law.

*Relative* means any person related to a Member by blood, marriage, or adoption, including, without limitation, the following: spouse, parents, parents-in-law, children, children-in-law, brothers, sisters, brothers-in-law, sisters-in-law, grandparents, grandchildren, aunts, uncles, cousins, nephews, and nieces. A divorce or separation between spouses shall not be deemed to terminate any such relationship.