



**Amherst County Service Authority Board
ACSA Resolution No. 2021-A-0001-R**

A RESOLUTION, NO. 2021-A-0001-R

A resolution, recognizing that the members of the Amherst County Service Authority Board ("the Board") hold office as a public trust and that their stewardship of such office requires a superior degree of ethical conduct on their part, and therefore reaffirming the Board's adherence to a Code of Ethics; and further adopting Rules of Procedure by which the Board shall govern its meetings in 2021.

Approved as to form and legality by the Amherst County Attorney

BE IT RESOLVED BY THE AMHERST COUNTY SERVICE AUTHORITY BOARD:

§ 1. That the Amherst County Service Authority Board hereby reaffirms its adherence to a Code of Ethics and adopting Rules of Procedure to govern its meetings in 2021, as follows:

WHEREAS, the members of the Amherst County Service Authority Board (hereafter, "the Board") recognize the importance of their positions as the elected representatives of Amherst County; and

WHEREAS, Board members recognize that they hold their offices at the direction of Amherst County citizens, and, as such, hold their offices in trust to them; and

WHEREAS, Board members recognize that proper discharge of their duties as officers holding a public trust requires adherence to a superior degree of ethical conduct; and

WHEREAS, the Board wishes to reaffirm its commitment to a Code of Ethics to memorialize its recognition that its members hold their offices in trust to Amherst County citizens and must adhere to a superior degree of ethical conduct; and

WHEREAS, the Board recognizes the value of Rules of Procedure in ensuring the orderly conduct of Board meetings; and

WHEREAS, the Board wishes to reaffirm its adherence to Rules of Procedure.

NOW, THEREFORE, BE IT RESOLVED BY THE AMHERST COUNTY SERVICE AUTHORITY BOARD:

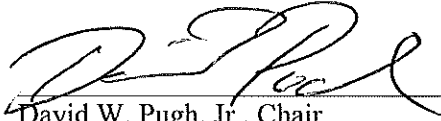
That, in light of its recognition that its members hold positions of public trust and must conduct themselves in such a way as to have a positive impact as County leaders, the Amherst County Service Authority Board affirms that its members shall adhere to the Code of Ethics contained in Exhibit A to this Resolution 2021-A-0001-R.

BE IT FURTHER RESOLVED:

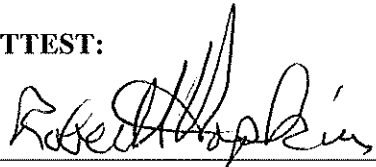
That, in light of the value of its Rules of Procedure in ensuring the orderly conduct of Board meetings, the Board adopts the Rules of Procedure contained in Exhibit B to this Resolution 2021-A-0001-R to govern its meetings in 2021.

§ 2. That this resolution shall be in force and effect upon adoption.

Adopted this 5th day of January, 2021.


David W. Pugh, Jr., Chair
Amherst County Service Authority Board

ATTEST:


Robert A. Hopkins, PE., Secretary
Amherst County Service Authority Board

Ayes 5

Nays 0

Abstentions 0

Amherst County Service Authority Board
Code of Ethics

January 2021

Recognizing that public officials hold office as a public trust, and that their stewardship of each office requires a superior degree of ethical and moral conduct on their part, any person serving on the Amherst County Service Authority Board agrees to:

1. Uphold federal, state, and local laws, and never knowingly be a party to their evasion.
2. Respect and uphold the Constitution of the United States of America and never act in a way that will restrict individual liberties. Board members should operate from a belief that the Constitution is the road map for every decision that the Board makes.
3. Put loyalty to the Service Authority as a whole above loyalty to individuals, districts, or particular groups.
4. Dedicate sincere effort and service to the position of trust for which stewardship has been granted, giving earnest action and best thought to the performance of duties in an ethical manner.
5. Seek to find and use the most equitable, efficient, effective, and economical means for accomplishing Service Authority business.
6. Adopt policies and programs that support the rights and recognize the needs of all citizens, regardless of race, sex, age, religion, creed, country of origin, or disability.
7. Ensure the integrity of the actions of the Board by avoiding discrimination through the dispensing of special favors or unfair privileges to anyone, whether for remuneration or not. A Board member should never accept for himself or herself or for family members any favors or benefits under circumstances that might be construed by reasonable persons as influencing the performance of government duties.
8. Make no private promises of any kind which purport to bind performance of public duty.
9. Engage in no business with the Service Authority, County government, or County school system, either directly or indirectly, which is inconsistent with the conscientious performance of government duties, and ensure full compliance with the Conflict of Interest Act (Code of Virginia, Title 2.2, Chapter 31).
10. Never use any information gained confidentially in the performance of government duties as a means of making private profit.
11. Adhere to the principle that the public's business should be conducted in the public view by observing and following the letter and spirit of the Freedom of Information Act, using closed meetings only as authorized by the Code of Virginia.
12. Avoid involvement, or the perception thereof, in matters that, when completed, come before the Board for resolution or approval.
13. Seek to communicate fairly and equally with all other Board members outside of formal meetings; avoid excluding one or more Board members from information shared with others, while consistently maintaining adherence to the requirements of the Virginia Freedom of Information Act.
14. Never use a position of public trust to gain access to the public or the media for purposes of criticizing colleagues, staff, or citizens, impugning their integrity, or vilifying their personal beliefs.
15. Ensure, when responding to the media, that a clear distinction is made between personal opinion or belief and a decision made by the Board.
16. Review in public session at the annual organizational meeting each of these principles.
17. Pledge to honor and uphold these principles, ever conscious that public office is a public trust.

Amherst County Service Authority Board Rules of Procedure

January 2021

Preamble

These Rules of Procedure ("the Rules") are established for the convenience of the members of the Amherst County Service Authority Board ("the Board"). A violation of the Rules shall not affect the legality or enforceability of any action the Board takes.

The Rules may be amended at any regular meeting or at any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting. Adoption of an amendment shall require an affirmative vote of a majority of the Board.

The Board may adopt special rules of procedure to cover any situations that are not adequately addressed in the Rules. Adoption of a special rule of procedure shall require an affirmative vote of a majority of the Board.

SECTION ONE – MEETINGS

Section 1-1. Organizational Meeting

A. The first regular monthly meeting of the Board in January of each year shall be known as the organizational meeting. The Board Secretary shall preside during the organizational meeting, pending the election of the Chair.

B. The terms of the offices for the Chair and Vice Chair typically extend for one (1) year. The Board shall elect one of its members as Chair.

C. Following the election of the Chair, he or she shall preside during the Board's election of the Vice Chair.

D. Following the election of the Vice Chair, the Board shall:

1. Establish the dates, times, and places for regular meetings; and
2. Reaffirm its commitment to its Code of Ethics; and
3. Adopt its Rules of Procedure.

Section 1-2. Regular Meetings

A. Although the time and place of regular meetings of the Board shall be established at the organizational meeting, and may be changed by the Board as described in the Rules, it is the Board's usual practice to hold meetings in the public meeting room on the first floor of the Amherst County Administration Building on the first Tuesday of each month at 1:30 p.m.

The Board shall generally follow Robert's Rules of Procedure, 11th Edition, as modified for small boards, by the Code of Virginia and by prevailing Amherst County Service Authority Board practice.

B. The Board may hold work sessions prior to or following a regular meeting or on a separate date from a regular meeting. Work sessions are conducted informally; they typically do not require communication through leave of the Chair, and may be conducted in a roundtable format, with all involved parties seated at the table and participating in the discussion.

C. The Board may hold additional meetings or work sessions at other locations and times, or may change the locations and times of regularly scheduled meetings or work sessions as it deems necessary. Notice of such additional meetings or changes to the location or time of regularly scheduled meetings or work sessions shall be provided to the public and the press as required by State Code.

Section 1-3. Special Meetings

A. The Board may hold such special meetings as it determines are necessary at such times and places as it deems convenient.

B. Special meetings shall be held when called by the Chair or requested by two or more Board members. The call shall be made to the Board Secretary and shall specify the matters to be considered at the meeting. Upon receipt of such call, the Board Secretary, after consultation with the Chair, shall immediately notify each Board member, the Executive Director, and the County Attorney in writing, delivered in person or to a place of residence or business or, if so requested by a Board member, by electronic mail or facsimile. The notification shall request that the Board member, the Executive Director, and the County Attorney attend such meeting at the time and place stated in the notice and shall specify the matters to be considered at the meeting. No matter not specified in the notice shall be considered at such meeting, unless all members are present and all members agree to discuss or act on such additional item at the special meeting. Written notice of the special meeting may be waived if all members of the governing body attend the special meeting or sign a waiver.

C. Notice to the public and the media of any special meeting shall be given contemporaneously with the notice provided the Board members, the Executive Director, and the County Attorney.

Section 1-4. Cancelling, Rescheduling, Recessing, or Continuing Meetings

A. A regularly scheduled meeting may be cancelled or rescheduled in special circumstances, including in response to a state or locally declared state of emergency, or, if the change would not affect an advertised public hearing or a scheduled public presentation, for the convenience of the Board. If the Chair and Vice Chair both agree to any such change, the other Board members shall immediately be apprised of the desired change and the reason for the change. If a majority of the Board agrees to the change, the meeting shall be cancelled or rescheduled and the public and the media shall be notified promptly of the change.

B. If the number of attendees at a meeting of the Board is such that proceedings cannot be accommodated in the meeting space which was originally noticed, the Board may adjourn the meeting and move the meeting to a more appropriate space. In such circumstances, notice of the changed meeting space shall be posted prominently at the entry of the original meeting space and the adjourned meeting shall not be reconvened until at least thirty (30) minutes after the time of adjournment.

C. The Board may recess a regular meeting for the purpose of taking a temporary break in proceedings. When a recessed meeting is resumed, there are no opening proceedings and the Board shall resume business as if there had been no break.

D. If the Chair, or Vice Chair if the Chair is unable to act, finds and declares that weather or other condition is such that it is hazardous for members to attend the regular meeting, such meeting shall be continued to the next regularly scheduled meeting or to a date and time agreed to by a majority of the Board members, at the same place as the regular meeting or at another location agreed to by a majority of the Board members. Such declaration shall be communicated to all Board members, the public, and the media as promptly as possible. All hearings and other matters previously advertised shall be conducted at the continued meeting and no further advertisement is required.

Section 1-5. Participation in Meetings Through Electronic Communications

A. Any Board member who is unable to attend a regular or special meeting in person due to (i) an emergency or a personal matter, or (ii) a temporary or permanent disability or other medical condition, may participate in the meeting through electronic communication from a remote location that may not be open to the public, subject to the following:

1. A quorum of the Board is physically assembled at the central meeting location.
2. The member notifies the Chair or Vice Chair on or before the day of the meeting that he or she is unable to attend (i) due to an emergency or personal matter identified with specificity, or (ii) due to a temporary or permanent disability or other medical condition that prevents the member's physical appearance. A member shall participate in a remote meeting due to an emergency or personal matter at no more than two (2) meetings in each calendar year.
3. The Board records in its minutes (i) the specific nature of emergency or personal matter or fact of the disability or medical condition, and (ii) the remote location from which the member is participating.
4. The Board arranges for the voice of the absent member to be heard by all persons in attendance at the central meeting location.

B. The Board, by motion, shall vote to approve or disapprove the Board member's remote electronic participation. If the absent member's remote participation is disapproved because such participation would violate this Section 1-5, such disapproval shall be recorded in the Board's minutes.

SECTION TWO – ROLE OF OFFICERS AND APPOINTED STAFF

Section 2-1. Chair and Vice Chair

A. The Chair presides at all Board meetings at which he or she is present, serves in all capacities to which he or she is named by the Board, and otherwise discharges the customary responsibilities of the office, such as advising the Executive Director on the preparation of the agenda and the scheduling of public hearings.

The Chair shall preserve order and decorum at all meetings and public hearings and shall decide questions of order, including whether a given motion is in order or germane to the subject under discussion, without debate, except that he or she may permit a member to explain his or her point or allow other Board members to be heard by way of explanation. If the Chair is in doubt as to how to rule on an important point, he or she can put it to a vote of the Board. Rulings of the Chair may be appealed by any two (2) members.

When a Board member wishes to speak, he or she shall ask recognition by saying, "Mr. Chair" or "Madam Chair". When two or more members seek recognition at the same time, the Chair shall decide who addressed the Chair first, and the order of recognition for the other Board member or members shall be duly observed.

B. The Vice Chair shall preside at all meetings at which the Chair is absent, and may discharge any other duties of the Chair during the Chair's absence.

C. Whenever both the Chair and Vice Chair are absent from a Board meeting, the Board members present shall elect one of their number to serve as a temporary Chair.

D. Not later than February 1 of each year, the Chair shall consult with the other Board members and coordinate preparation of an evaluation of the professional performance of the Executive Director and future goals for the Service Authority. Not later than April 1 of each year, the Chair shall meet with the Executive Director to discuss the evaluation and implementation of the goals.

Section 2-2. Executive Director

The Executive Director, also known as the Director of Public Utilities, shall serve as the Board's Executive Director and as the administrator of the Service Authority. The Executive Director shall prepare Board meeting agendas and provide them to the Board Secretary for distribution to the Board members, the press, and the public.

Section 2-3. Board Secretary

The Board Secretary shall ensure that Board meeting agendas are distributed to Board members, the press, and the public, attest resolutions and ordinances signed by the Chair, and prepare, circulate, and archive minutes of Board meetings. The Executive Director shall serve as the Board Secretary.

Section 2-4. County Attorney

The County Attorney shall serve as the parliamentarian for the purpose of interpreting these Rules of Procedure, as may be directed by the Chair or as required as a result of a point of order raised by one or more Board members. The County Attorney also shall provide any necessary interpretations of the Code of Virginia (1950), as amended, or of any federal or local laws or regulations.

SECTION THREE – AGENDA AND ORDER OF BUSINESS

Section 3-1. Preparation and Delivery of Agenda

The Executive Director shall prepare the agenda of each regular and special meeting of the Board and shall ensure that all relevant documents are associated with the agenda. The complete agenda package shall be delivered to the Board Secretary for distribution to Board members at least four (4) business days preceding the Board meeting date. The Board Secretary shall make the agenda package available to the public and the press contemporaneously with its delivery to the Board. This may be accomplished by posting the agenda package on the County and Service Authority websites and by making copies of the agenda package available in the office of the Executive Director and the County Administrator.

Section 3-2. Amending the Agenda

As a general matter, the agenda shall not be amended after it has been released to the public. The Board may, however, by majority vote, agree to amend the agenda prior to its approval at the start of the meeting by adding, removing, or reorganizing items.

Section 3-3. Regular Order of Business

The regular order of business before the Board usually is as follows:

1. Call to Order
2. Citizen Comment
3. Approval of the Agenda
4. Approval of the Previous Meeting's Minutes
5. Public Hearings (as necessary)
6. Consent Agenda (as necessary)
7. Special Presentations (as necessary)
8. Presentation of the Monthly Financial Report
9. Old Business – Specific Matters Affecting the Service Authority
10. New Business – Specific Matters Affecting the Service Authority
11. Citizen Comment
12. Matters from Members of the Service Authority Board
13. Closed Session (as necessary)
14. Adjournment

Section 3-4. Citizen Comment

A. The Board welcomes comments from the public. Citizens wishing to speak during Citizen Comment shall place their names on a sheet provided by the Board prior to the start of the Board's meeting, or approach the podium when requested by the Chair.

B. Comments shall be addressed directly to the Chair and shall be limited in time to three (3) minutes. Strict enforcement of this time limit is at the sole discretion of the Chair. Comments may address the performance, conduct, and qualifications of public figures; however, comments shall not employ language which insults or demeans any person or which, when directed at a public official or employee, is not related to his or her official duties. There shall be no comment during Citizen Comment on a matter for which a public hearing is scheduled during the same meeting, or on a matter that has already been the subject of a previous public hearing where no final vote has been taken.

C. Any issue raised during Citizen Comment which the Board wishes to consider may be put on the agenda for a future Board meeting or work session by an affirmative majority vote. Board members may, with the consent of the Chair, pose questions to any citizen commenting before the Board; however, Board members shall not discuss issues raised in the course of Citizen Comment, except by agreement expressed in a majority vote.

D. Questions posed to the Board during Citizen Comment may be addressed by staff by consensus of the Board. Any questions that are not conclusively addressed by staff during Citizen Comment shall be treated as requests under the Virginia Freedom of Information Act.

Section 3-5. Public Hearings

A. A person wishing to speak at a public hearing shall adhere to the following:

- Speakers shall state their names and addresses publicly for the record, unless they are uncomfortable doing so; in that case, they may supply the information to the Board Secretary in writing before they speak.
- Speakers shall limit their comments in the interests of time as directed by the Chair.
- Speakers shall refrain from making any personal references or accusations.
- Speakers shall hand any written materials they wish the Board to consider to the Board Secretary for distribution to the Board.

B. Board members will not respond to public comments. An issue raised by the public which the Board wishes to consider may, by affirmative majority vote, be put on a future Board meeting or work session agenda. When the Chair closes the public hearing, no further public comment shall be allowed, though, Board members may ask questions of staff or speakers.

C. All persons appearing at the public hearing shall refrain from behavior that disrupts the meeting.

D. Any public hearing attendee who violates these guidelines may be ruled out of order by the Chair and may be asked to leave the podium or the hearing room. A person who refuses to comply with the direction of the Chair may be expelled from the hearing room. Any person so expelled shall not be readmitted for the remainder of the hearing.

Section 3-6. Consent Agenda

A. The consent agenda shall consist of noncontroversial items that do not require extensive Board discussion, and may include, but are not limited to, the following:

1. Approval of minutes.
2. Routine resolutions.
3. Correspondence.
4. Announcements.
5. Appointments to boards or committees.

B. The consent agenda shall be introduced by a motion "to approve", and may be considered by the Board as a single item.

C. There may be a short discussion of consent agenda items to answer questions or clarify a matter.

D. Upon the request of a Board member, an item shall be removed from the Consent Agenda and shall be considered separately, immediately after adoption of the Consent Agenda.

Section 3-7. Special Presentations

Special presentations should be limited in time to ten (10) minutes, although the Board may, by affirmative majority vote, grant additional time for good cause shown. Any materials to be discussed in the course of the special presentation shall be supplied to the Executive Director in time to ensure their inclusion in the agenda package.

Section 3-8. Closed Session

The Board is fully committed to maintaining open and transparent government. The Board also recognizes that the public interest may be served by confidentiality, including when necessary to protect the Service Authority's financial bargaining position while discussing the acquisition or disposition of public property, to protect the Service Authority's strategic position in litigation or other legal matters, or to promote frank communications connected to the selection or evaluation of Board appointees. To balance the greatest openness in government with the corollary need to protect the public interest, the Board will adhere to the following procedures.

A. The Board shall go into closed session only when permissible pursuant to the Virginia Freedom of Information Act ("VFOIA"), Virginia Code §§ 2.2-3700 et seq. Any closed session shall be identified on the final published Board agenda. The Board may amend the agenda to add a closed session subject to approval by a vote of an affirmative majority of Board members. Any motion adding a closed session to the Board agenda shall be approved as to form by the County Attorney.

B. The Board shall not go into closed session until it has, by majority vote in open session, agreed to do so. The motion shall specifically state the purpose or purposes which are the subject of the closed session and shall reasonably identify the substance of the matters to be discussed. The motion shall make specific reference to the applicable exemption under the VFOIA which authorizes the closed session.

C. No resolution, ordinance, rule, contract, regulation, or motion considered in a closed session shall become effective until the Board reconvenes in open session and votes on the resolution, ordinance, rule, contract, regulation, or motion.

D. At the conclusion of a closed session, the Board shall reconvene in open session immediately thereafter and shall cast a vote certifying that, to the best of each member's knowledge, only public business matters lawfully exempted from the open meeting requirements of the VFOIA and identified in the motion authorizing the closed session were heard, discussed, or considered in the closed session. Any member who believes that there was a departure from the above requirements shall so state prior to the Chair's call for the vote, indicating the substance of the departure that, in his or her judgment, has taken place. In the event a Board member comes to believe after certification that non-exempt issues were discussed during the closed session, or that some other violation of the FOIA occurred, he or she shall communicate such belief to other members of the Board, the County Attorney, the Board Secretary, and the Executive Director.

In either circumstance, the County Attorney shall supply an opinion as to whether a violation occurred. If the County Attorney opines that a violation has not occurred, the Chair shall announce that publicly. If the County Attorney opines that a violation has occurred, the Chair shall announce that opinion publicly, state the specifics of the violation, and describe the steps that will be taken in the future to avoid similar or related violations.

E. The failure of the certification to receive the affirmative vote of the majority of the members present during the closed session shall not affect the validity or confidentiality of those matters properly discussed in that closed session in accordance with the VFOIA.

F. The Board may permit non-members to attend a closed session if their presence would reasonably aid the Board in its consideration of an issue. All individuals attending a closed session should respect the Board's decision that the subject matter is too sensitive for public discussion and should treat the closed session discussion as confidential.

G. As public disclosure of information generated in closed session may hamper effective communication, all closed session participants shall maintain as confidential all information generated in closed session until such time as the Board, by majority vote, declares that confidentiality is no longer necessary or appropriate. The intentional disclosure by a Board member of the content of closed session discussions prior to such majority vote may subject him or her to fines or punishment pursuant to Virginia Code § 15.2-1400, in such amount or in such form as the Board may deem appropriate.

Section 3-9 Town Hall Meetings

A. The Board may, by majority vote designating a meeting as such, hold town hall meetings. The object of a town hall meeting is to encourage exchange of information and views between the Board, Service Authority staff, citizens, and stakeholders in a flexible setting under the control of the Chair.

B. In town hall meetings, the Board shall follow relaxed rules of procedure. Generally, town hall meetings shall be conducted in a similar manner to a public hearing. However, in a town hall meeting, the speaker, once recognized by the Chair, may engage in conversational back-and-forth with Board members and staff. Generally, such conversation should not extend beyond five (5) minutes, in the sole discretion of the Chair.

C. The Board may also hold a stakeholders town hall. In such a meeting, the Board invites members of the community with particular interest in a topic to engage in a roundtable discussion to exchange information and ideas with the Board, staff, and other stakeholders. The Board may, but need not, recognize uninvited persons to speak or participate in the discussion. Such discussion shall be moderated under the control of the Chair.

SECTION FOUR – BOARD ACTIONS

Section 4-1. Quorum

A. Virginia Code § 15.2-1415 requires that a quorum of the Board be present to conduct business. A quorum is a majority of the entire membership of the Board, which membership shall include any vacant seats. If a quorum is not present, the Board can only (i) take steps to obtain a quorum, (ii) recess, or (iii) adjourn.

B. If the Board lacks a quorum and chooses to adjourn, it may adjourn to such other time prior to the next regular meeting as the Board may determine. The Board Secretary shall note such adjournment in the Board minutes and shall notify absent members of the new meeting date and time in the same manner as required for special meetings.

C. If the Virginia Conflict of Interests Act prevents some of the members of the Board from participating in an item of business, a majority of the remaining Board members shall constitute a quorum.

Section 4-2. Regular Practices

A. In general, the Board shall not act on any matter solely or predominantly affecting a district in the absence of the Board member for that district, except that the Board may act where the absence results from the resignation, death, or disability of that Board member.