



<p><i>Board Approval</i> <i>08/22/08</i></p> <p><i>/s/ Jack Bush</i> <i>Chairman</i></p>	<p>No.: B. 9.0</p> <p>Subject: Board of Directors Duties & Responsibilities Policy</p>
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Purpose: The purpose of this policy is to set forth minimum standards of the conduct and responsibilities of the board of directors in furtherance of the safe and sound operation of the County of Lewis Industrial Development Agency (“LCIDA”).

1. Carry out and support the mission of the LCIDA;
2. Understanding, reviewing and monitoring the implementation of fundamental financial and management controls and operational decision of the LCIDA;
3. Establishing policies regarding the payment of salary, compensation and reimbursements to, and establishing rules for the time and attendance of, the CEO and senior management;
4. Adopting a code of ethics applicable to the Board of Directors, Executive Director and employees;
5. Establishing written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the LCIDA, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services; and
6. Adopting a defense and indemnification policy and disclosing such plan to any and all prospective board members.

Training: Board members must participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors of the LCIDA within one year of appointment to the board in accordance with the Public Authority Law.

Separation of Board and Management: No board member can serve as the LCIDA’s Executive Director, or hold any other equivalent position while also service as a board member and can not hold such position in LCIDA’s until a date set by the policy and procedures of the Agency.