



Inter-Canyon Fire Protection District Responsibilities of a Member of the Board of Directors

Members of the Inter-Canyon Fire Protection District (ICFPD) Board of Directors are the fiduciaries who guide ICFPD toward a sustainable future by adopting sound, ethical and legal governance and financial management policies to advance the District's mission.

Directors are required to perform their duties in good faith, with ordinary care, and in the best interest of ICFPD:

- *In good faith* is demonstrated by honesty and faithfulness to duties and obligations.
- *With ordinary care* means using good judgment and common sense—doing what a prudent person in a similar position would do under similar circumstances.
- *In the best interest of ICFPD* is taking action believed to benefit ICFPD—meaning the District's interest prevails over the Director's personal or business interest.

The role of ICFPD Board of Directors, however, goes beyond legal duties and fiduciary responsibilities. While Directors do not get involved in managing day-to-day operations, they provide oversight and insight. They play a significant role in establishing strategic direction and serving as ambassadors and advocates for the District.

Qualifications

To qualify as a Director, a person must be an "eligible elector" which is defined as a registered voter of Colorado and either:

1. A resident of the District, or
2. The owner (or the spouse or civil union partner of the owner) of taxable real or personal property situated in the District.

Directors are not required nor expected to possess experience or knowledge related to firefighting or emergency medical services. Directors are expected to bring to their roles integrity, honesty and sound judgment.

Each Director may serve up to two consecutive elected terms and is expected to complete a term unless special circumstances prevent him or her from doing so.

Remuneration

Members of the ICFPD Board of Directors receive no remuneration for serving on the Board nor for attending meetings of the Board. They may be reimbursed for actual out-of-pocket expenses related to ICFPD matters and for mileage related to out-of-town travel on behalf of the District.

Officer Roles & Responsibilities

President

- Lead all meetings, adhering to Colorado Special District guidelines
- Sign disbursement checks each week

Treasurer

- Oversee all financial matters for the District
- Provide monthly financial reports for review by members of the Board
- Approve payment of all expenses and provide first signature on all disbursement checks exceeding \$2500
- Ensure an independent audit is conducted each year

Secretary

- Ensure that minutes of all meetings are complete and accurate

Fiduciary & Confidentiality Obligations

A Director has a general, common-law fiduciary obligation to the District. This obligation does not extend to each individual resident of the District, but rather to the District itself. As a fiduciary, the Director has the duty to exercise the utmost good faith, business sense and astuteness on behalf of the District. A Director is prohibited from taking personal advantage of a situation to benefit himself or herself or to prejudice the District.

Directors may become privy to confidential information about the District. When a District seeks legal counsel, the communications between the lawyer and the District are confidential and are protected by the attorney-client privilege. Directors protect the District's confidential information by not discussing District affairs with anyone outside of Directors and the District's attorney. Further, Directors may not discuss matters discussed in executive session outside of the executive session, even with other Directors.

Participation

Each Director is expected to be an active participant in Board matters and a team player focused on the success of ICFPD for the duration of his or her term.

A Director is required to attend regular Board meetings and periodic special meetings. Except for instances of illness or disability, a Director's place on the Board will be considered to be vacant if the Director fails to attend three consecutive regular meetings without Board approval.

Special meetings include monthly study sessions and annual strategic planning sessions at which a quorum of the Board is in attendance and notice of the meetings has been given in accordance with Colorado Special District statutes.