

POLICY 4: Board Organization

POLICY OBJECTIVE:

The Board's objective is to organize itself and carry out its duties and responsibilities in an efficient and business-like manner in accordance with applicable provisions of the Rochester Home Rule Charter and other pertinent laws.

POLICY STATEMENT:

The Public Utility Board shall be organized in accordance with Sections 15.00 through 15.03 of the Rochester Home Rule Charter.

The Charter provides for a President elected from the Board's membership and a Secretary appointed by the Board who shall not be a member of the Board. The Charter also authorizes the Board to organize itself and carry out its responsibilities. Under that organizational authority, the Board establishes the additional Board offices of Vice President and Treasurer.

Elections

The Board shall annually, at the regular meeting in December, elect a President, Vice President, and Treasurer. The Board shall annually also appoint a Secretary as prescribed by the Rochester Home Rule Charter.

The Board's election and appointment may be deferred to a subsequent regular or special meeting in the event of circumstances that prevent the attendance of a quorum, at least three members. The President, Vice President, Treasurer, and Secretary shall take office upon adjournment of the meeting when elected or appointed and shall serve until replaced by an election held or an appointment made when a quorum is present at a regular or special meeting.

Officer Rotation Pattern

The Board supports a standard officer development pattern for resident-citizen Board members over their four-year term. The general pattern is:

- Year 1 - Orientation
- Year 2 - Treasurer
- Year 3 - Vice President
- Year 4 - President

This development pattern is a governance goal, not a rigid requirement. The Board may adjust officer selections based on vacancies, partial terms, member readiness, member capacity, continuity needs, reappointments, Councilmember service when needed for continuity, or other circumstances affecting the best interests of the Board and utility.

Rochester Public Utility Board Policy



Officer Roles

The **President**, **Vice President**, and **Treasurer** perform limited functions assigned by the Board through this policy. No officer possesses authority to act independently for the Board, individually supervise the General Manager, direct staff, or make decisions reserved to the Board. Board direction and action require the affirmative vote of at least three members.

The **Board President** is responsible for calling special meetings of the Board, chairing Board meetings, establishing meeting agendas in consultation with the General Manager, serving as the primary communication link between the Board and General Manager between regular meetings, and facilitating the annual General Manager performance review process. The President does not individually supervise the General Manager and may not direct the General Manager or staff outside authority granted by the Board. The President may appoint Board members to ad hoc study groups or other limited assignments, but such appointments do not authorize the members or group to act on behalf of the Board.

At any time when the **Board President** is unavailable or otherwise unable to carry out their responsibilities, the **Vice President** shall perform the limited duties of the President until the President returns or a President pro tem is appointed by a quorum of the Board. The Vice President may participate with the President and General Manager in agenda planning to support orderly meeting preparation and continuity of Board leadership. The Vice President does not individually supervise the General Manager and may not direct the General Manager or staff outside authority granted by the Board.

The **Treasurer** is responsible for supporting governance-level financial oversight and Board financial literacy. The Treasurer shall review monthly financial reports, review the accounts payable list or equivalent disbursement reporting, participate in audit review and related financial oversight processes, support Board understanding of financial statements, rates, financial policy, internal controls, enterprise risk, and long-term financial resilience, and perform other duties assigned by the Board.

General Manager expense reports and General Manager and Board member travel authorizations shall remain subject to normal administrative and financial controls, including review of documentation, account coding, business purpose, budget alignment, and compliance with the Council-adopted travel and expense policy.

The Treasurer shall periodically review summary reporting of General Manager expenses and General Manager and Board member travel. The Treasurer may request review of the supporting documentation for any item and may request additional administrative review by Accounting or Finance to confirm compliance with applicable policy.

The Treasurer shall provide governance review of unusual, unbudgeted, policy-exception, or otherwise material General Manager or Board member travel and expense matters referred by the General Manager, Accounting, Finance, or another Board officer.

Rochester Public Utility Board Policy



The Treasurer may refer any matter requiring interpretation, direction, or corrective action to the Board for consideration.

Officer Removal

The Board may remove an elected Board officer, with or without cause, by at least three affirmative votes. Removal from a Board officer position does not remove the member from the Board. Board membership is governed by the Charter and applicable law.

RELEVANT LEGAL AUTHORITY: Rochester Home Rule Charter Sections: 15.00, 15.01, 15.02, 15.03

ORIGINAL DATE OF POLICY: September 24, 1985

EFFECTIVE DATE OF POLICY: November 25, 2026

POLICY APPROVAL: September 29, 2026



Board President

9/29/26

Date