

Gila River Sand & Gravel

Board of Directors

Reports to: Gila River Indian Community Council
Department: Management
Wage: \$150 for one (1) regular and one (1) special meeting, NTE \$300 per month
Supervision: General Manager

Position Approved: November 23, 2009
Classification: Part-Time, Appointed

Summary of Position:

The Board of Directors shall consist of five (5) members, all of whom shall be enrolled members of the Gila River Indian Community. The Gila River Sand and Gravel (GRSG) Board of Directors is responsible for overseeing the management and development of the Community owned sand and gravel (GRSG) operations in order to protect the Community's interests and yield the maximum financial profit.

Duties and Responsibilities include the following (Other duties may be assigned as necessary):

1. Each member of the Board of Director has a duty to act on all business matters in good faith and with the reasonable belief that his or her actions are in GRSG's best interest. Each member must act fairly with respect to any and all business of GRSG and must disclose to the Board any facts or other information relevant to the business matters regarding GRSG.
2. The Board must communicate with the Community Council and keep them well informed of the business of GRSG by providing written reports on a semi-annual basis, as needed, or as requested.
3. The members of the Board are required to represent the Community professionally in all matters relative to the management and operation of Gila River Sand & Gravel.
4. The Board of Directors is responsible for ensuring the Plan of Operation and the policies and procedures of GRSG are fully adhered to; and they must address any concerns, indiscretions, or non-compliance with the General Manager, in a timely manner, for resolution.
5. The Board of Directors will oversee and provide direction to the General Manager. The members of the Board must also objectively contribute in an annual review of the General Manager.
6. The Board must review and approve both the operational and capital budgets annually, as provided by GRSG management.
7. The Board is responsible for monitoring the performance of the General Manager and the business of GRSG to ensure revenues are consistently generated for the Community, using sound, ethical business practices.
8. The Board of Directors must develop and apply financial management procedures for GRSG's operations.
9. The members of the Board must follow a standard of ethic requiring any decision or action taken by the Board shall be one that would be made by a sensible person seeking a reasonable return on investment while preserving financial resources.
10. To attend regularly scheduled Board meetings and to attend special meetings as required. Also to attend and participate in Council, and/or other meetings as directed by the Board.
11. To act as a partner with GRSG management in the development and implementation of the businesses strategic plans in order to promote and develop the sand and gravel operation to enhance return of investment to the Community.
12. The Board's duties include reviewing monthly financial statements and assuring the financial management of the operation is strong and profitable. Also, for demonstrating an understanding of the annual audits of the operation.

13. The Board must review and possess a working knowledge of the bylaws and other organizational documents. The Board must utilize the bylaws, Plan of Operations, and other governing documents, including policies and procedures, as a source of guidance in sound decision-making.
14. The Board must effectively develop, establish and demonstrate the GRSG's mission, goals, objectives, and set policy for the GRSG.
15. The Board shall provide moral guidance and support to GRSG personnel and management in relation to their duties and responsibilities.
16. The Board must demonstrate their role in the organization as leaders using ethical practices and sound judgment. The members of the Board must represent GRSG in a positive image to the Community and in all business relationships and matters.
17. Perform other duties and responsibilities as delegated by the GRIC Community Council or its designee.
18. Observe the rule of strict confidentiality in all business matters.

Required Knowledge, Skills, and Abilities:

- Ability to be trustworthy and accountable in all areas, such as; attendance, work ethic and quality and quantity of work, planning, and decision making.
- Exceptional management skills, with outstanding verbal, written, and interpersonal communication skills are required.
- Must exercise incomparable decision-making ability at all times and in all business matters.
- Must have the ability to multi-task, meet deadlines, set priorities, and follow through with directives.
- Ability to work cooperatively with others, including, GRIC Community Council, departments and/or businesses within the interior and exterior of the Community to maintain a positive image of GRSG and the Community.
- Must possess knowledge of Roberts Rules of Order and general Board of Director practices.

Physical and Environmental Requirements:

This position is considered sedentary with limited physical requirements, such as; sitting for long periods, walking short distances on uneven ground and/or gravel, bending, pulling, pushing, and carrying objects up to 10 lbs. Work is performed indoors with little exposure to outdoor elements.

Education and Experience:

- Must possess a high school diploma or equivalent (GED);
- Members must not have been convicted in any federal, state or tribal court of a crime involving moral turpitude (as defined in the Title IX of the Gila River Indian Community Law and Order Code) or a felony;
- The Community Council shall strive to appoint persons to the Board who have a minimum of five (5) years of experience in any of the following: sand/gravel/construction management, business management, or financial management; a degree in Business Administration preferred; OR any combination of work related experience in the previously mentioned fields;
- The Community Council may direct the appropriate background checks or verifications be conducted and reported back to them by GRSG personnel at the expense of GRSG;
- Members shall recognize and demonstrate the importance and success of GRSG in relation to the economic strength of the Gila River Indian Community through the prudent financial management of the business while ensuring quality of products;

- Must possess a working knowledge of and experience in Tribal government systems, practices, and procedures.

Compensation:

This position is compensated \$150 for one regular meeting and one special meeting per month, not to exceed \$300 per month. Benefits are not available for this appointed position. In addition, Board members who are salaried employees of the Gila River Indian Community (GRIC) shall not be eligible to receive a stipend for attending regular or special Board meetings. Board members who are not GRIC employees may receive stipend payments for attending regular and special Board meetings to the extent authorized and approved by the Council. Notwithstanding the foregoing, Board members may receive reimbursement of necessary and reasonable travel expenses for Board approved travel outside of Pinal and Maricopa counties.

Additional Requirements:

Members of the Board shall not gain personal benefit from any procurement transaction or process that Gila River Sand & Gravel is involved in where they may receive personal benefit. Board Members must not take part in the procurement transaction, process, and/or decision making of the transaction and must fully disclose the benefit to the Board of Directors.