

TITLE 7 – ENROLLMENT, COMMITTEES, ELECTIONS AND REFERENDUMS

CHAPTER 7-8 GAMING FACILITY OPERATIONAL REVIEW BOARD

7-8-1 Purpose

The purpose of this Code is to establish a Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians (Tribes) Gaming Facility Operational Review Board (Board) for purposes of overseeing the operations of the Three Rivers Casino and Hotel.

7-8-2 Authority; Establishment

Article 1, Section 1 and Article VI, Section 2 of the Tribes' Constitution authorizes the Tribal Council to exercise executive authority. Tribal Council may establish boards or committees to assist the Tribal Council in carrying out its responsibilities to provide quality services to the tribal membership and to develop, maintain and protect the assets and interests of the Tribes. The Tribal Council hereby exercises this authority and establishes a Gaming Facility Operational Review Board.

7-8-3 Membership

(a) The Board shall consist of a minimum of three (3) members with relevant experience and skills as determined by the sole discretion of the Tribal Council. Membership shall be as follows:

- (1) One (1) member of Tribal Council; and
- (2) Two (2) members from the General Council.

(b) Members shall be required to qualify for and maintain a high security gaming license from the Gaming Commission.

7-8-4 Appointments and Oath of Office

The Tribal Council shall appoint the members of the Board. Members of the Board are required to take and file an oath of office at the first regular Tribal Council meeting following their appointment, administered by the Tribal Chief or Tribal Chairman or designee.

7-8-5 Terms of Office

The Tribal Council Member shall serve so long as he or she remains in that position. The remaining two (2) members of the Board shall serve for four- (4) year terms.

### 7-8-6 Duties

The Gaming Facility Operational Review Board shall:

- (a) Maintain oversight of all facets of the gaming facility.
- (b) Supervise the Chief Operating Officer, Vice President and/or General Manager of the Three Rivers Casino and Hotel.
- (c) Make final decisions regarding the hiring, promotion, termination and salary adjustments of all Primary Management Officials, as defined in § 5-2-3(r) of the Tribes' Gaming Code No. 30B, and all departmental directors, and all employees whose salary exceeds \$50,000 annually.
- (d) Authorize the execution of contracts for budgeted capital purchases for goods that are in excess of \$25,000.00, but less than \$500,000.00, and which do not include a waiver of sovereign immunity or arbitration provisions.
- (e) Authorize the execution of contracts for services that do not exceed \$500,000 and which do not include a waiver of sovereign immunity or arbitration provisions. Contractual authority may be delegated to the Chief Operating Officer on such terms and conditions as the Board shall provide.
- (f) Maintain oversight of any associated Economic Enterprises delegated by Tribal Council made subject to the provisions of this Code.
- (g) Report monthly to Tribal Council regarding all actions taken.

### 7-8-7 Appointment of Chairperson and Duties

The Board shall elect a Chairperson annually who shall

- (a) Issue notice of meetings;
- (b) Preside at all meetings;
- (c) Ensure that minutes of all meeting are kept; and
- (d) Make reports to the Tribal Council.

### 7-8-8 Meetings

- (a) The Board shall meet no less frequently than once per month and may establish a more frequent meeting schedule as required by business needs.

- (b) All regular meetings require three (3) days' written notice. Notice shall be delivered to each Board member by mail, facsimile or e-mail as established by the Board. Notice shall include the date, time, place and an agenda for the meeting.
- (c) Meetings shall be closed but to General Council members of the Tribes; however, the Board may invite guests to attend meetings as necessary to conduct business.
- (d) The General Manager and the Assistant General Manager shall be required to attend all meetings as a non-voting member and will provide an agenda and documentation to review as necessary.
- (e) The Director of the Gaming Commission or designee shall be required to attend all meetings as a non-voting member and will advise the Board regarding regulatory matters and the regulatory impacts of matters before the Board.
- (f) Special meetings may be called by any member of the Board when business must be done prior to the next regular meeting. No special meeting shall be held without twenty-four (24) hours' notice to each Board member unless waived in writing.
- (g) The Board may recess at its discretion to discuss any matter in closed or executive session: Provided, that the general subject matter to be discussed in such closed or executive session is expressed in the motion calling for such session. All personnel matters and all matters relating to the internal activity of Board members shall be discussed or decided only in closed session. A report of any decisions made related to such matters shall be included in the minutes.

#### 7-8-9 Confidentiality

Board Members must agree to sign a confidentiality agreement that states that they understand and agree that as a Board member they must hold as confidential all information learned in the course of their board member status concerning the confidential business of the Tribes. Further, as a Board member, they understand that by signing the confidentiality agreement, they will not violate the confidentiality of any person(s) or provide confidential information or documents to anyone not authorized by the Tribes. If it has been determined that a Board member has violated this confidentiality agreement, that Board member will be removed as more fully stated below.

#### 7-8-10 Removal of Board Members

- (a) By majority vote, the Tribal Council may remove any Board member to include, but not limited to the following:
  - (1) Overstepping their authority;

- (2) Creating a disruptive atmosphere;
- (3) Violation of their confidentiality agreement; or
- (4) Violating Tribal law.

(b) A Board member shall automatically be removed upon having been found guilty of or entered a plea of no contest or guilty to any felony or misdemeanor offense under Federal, State or Tribal law.

#### 7-8-11 Quorum

A majority of the Board members must be present to constitute a quorum. Board action is valid only when a quorum exists.

#### 7-8-12 Personal Conflicts of Interest

No Board member may vote on any action directly involving a member of his or her immediate family. A Board member may take part in discussion and count toward a quorum regarding action involving a member of his or her family. Immediate family members include father, mother, adoptive mother, adoptive father, daughter, son, spouse, person in a spousal relationship, brother, sister, stepbrother and stepsister.

#### 7-8-13 Compensation

Authorized travel shall be paid subject to the travel requirements specified by Tribal Policy.

- (a) There shall be no compensation paid to Board members who are Tribal Council members.
- (b) Board members who are not Tribal Council members may be compensated for their services on the Board in an amount to be determined by Tribal Council at the time of appointment.
- (c) Board members who are employees or officers of the Tribes shall not be compensated in excess of their salary.

#### 7-8-14 Rules; Records

The Board may adopt rules for the transaction of its business, subject to Tribal laws, and shall keep a record of its agendas, transactions and findings, which shall be a public record unless otherwise deemed confidential and not subject to public disclosure under applicable law.

7-8-15 Severability

If a court of competent jurisdiction finds any provision of this Code to be invalid or illegal under applicable federal or tribal law, such provision shall be severed from this Code and the remainder of this Code shall remain in full force and effect.

APPENDIX A  
LEGISLATIVE HISTORY AND EDITORIAL CHANGES

GAMING FACILITY OPERATIONAL REVIEW BOARD

**LEGISLATIVE HISTORY AND EDITORIAL CHANGES**

The Tribal Council of the Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians enacted the Amended Gaming Facility Operational Review Board Ordinance in Resolution – 09-057 on June 14, 2009, Ordinance #078B. Vote was 5 (for), 0 (against), and 2 (abstaining).

The Tribal Council of the Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians approved the Amended Gaming Facility Operational Review Board Ordinance in Resolution – 09-044 on April 12, 2009, Ordinance #078B. Vote was 7 (for), 0 (against), and 0 (abstaining).

The Tribal Council of the Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians enacted the Amended Gaming Facility Operational Review Board Ordinance in Resolution -07-112 on October 14, 2007, Ordinance #078A. Amended was 7-8-3 to require licensing of board members and 7-8-7(d) reflecting the current management structure of the Three Rivers Casino. Vote was 7 (for), 0 (against) and 0 (abstaining).

The Tribal Council of the Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians approved the Amended Gaming Facility Operational Review Board Ordinance in Resolution 07-094 on August 12, 2007, Ordinance #078A. Vote was 5 (for), 0 (against) and 1 (abstaining).

The Tribal Council of the Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians approved and enacted the Gaming Facility Operational Review Board Ordinance in Resolution 06-098 on July 31, 2006, Ordinance #078. Vote was 6 (for), 0 (against) and 0 (abstaining).