

# **Goals/Governance Board Committee – Meeting Agenda**

Upper Yampa Water Conservancy District  
Tuesday, February 4 @ 11-1pm, UYWCD District Office

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## **Purpose of the meeting:**

- Refine draft Board Governance Handbook

## **Welcome and preliminaries (11:00-11:15)**

- Confirm goal for today; any outstanding business

## **Discuss Governance items and recommendations (11:15-12:45)**

- Review draft Handbook in light of issues identified in past discussions, focusing in particular on 2<sup>nd</sup> half
- Determine next steps for refining Handbook and sharing with full Board for discussion and review at March Board meeting

## **Wrap Up and Actions Items (12:45-1:00)**

- Next steps and action items

**02/04/2020**

**Table of Contents:**

- 1) 01/23/2020 Committee Meeting Minutes
- 2) Director Handbook 1/28/2020 Revisions

## RECORD OF PROCEEDINGS

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING  
JANUARY 23, 2019 12:30 pm  
MOUNTAIN VALLEY BANK COMMUNITY ROOM  
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO**

### MINUTES

Board Governance Committee members present were Directors Jim Haskins, Bob Woodmansee, and Web Jones. General Manager Kevin McBride, Communications/Marketing Manager Holly Kirkpatrick, and CBI facilitator Ryan Golten were also present.

The following agenda was proposed:

Purpose of the meeting:

- Refine draft Board Governance Handbook

Welcome and preliminaries (12-12:15)

- Confirm goal for today; any outstanding business

Discuss Governance items and recommendations (12:15-2:15)

- Review draft Handbook in light of issues identified in past discussions
- Determine next steps for refining Handbook and sharing with full Board for discussion and review

Wrap Up and Actions Items (2:15-2:30)

- Next steps and action items

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***Welcome/Preliminary Comments.*** Ryan Golten reviewed the purpose and agenda for the meeting.

***Discussion of Governance and Draft Board Manual/Handbook.*** The Committee reviewed the updated draft based on the Committee's suggestions at its January 23 meeting. The Committee reviewed and made edits to the first half of the draft document, and directed Ryan to make edits accordingly. (The updated draft will be circulated as both a clean and red-lined version.) The second half will be further refined at the February 3 meeting. The Committee agreed to share the draft document for an in-depth discussion at the March Board meeting.

## RECORD OF PROCEEDINGS

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At the March Board meeting, the Committee proposed to have the Board **discuss and clarify the role of the Board and Board President vis-à-vis the General Manager**. Below were highlights from the Committee's discussion:

- At a minimum, the Board President should preside over meetings and sign checks. In some governance models, the Board Chair also acts as the Board's spokesperson and in some cases a political voice of the organization. The majority of Committee members at the meeting generally shied away from using the latter description moving forward. The Committee generally agreed the President should coordinate with the General Manager to prepare for Board meetings. The Committee would like clarification from the Board on this topic.
- Committee members agreed the Board's function is to set policy for the District, hire and oversee the General Manager, and serve a critical fiduciary role, as well as providing input and assistance to staff *as requested* by the General Manager, based on the expertise of Board members. (Examples ranged from attending other water meetings with or in place of staff, to forming committees to assist the General Manger with matters such as contract negotiations.) Committee members discussed that the nature of this 'assistance or input as requested' will likely vary based on style and personality.
- In addition, Kevin and Committee members agreed the Board should always be encouraged to approach the General Manager with input, feedback, or concerns. And that the Board provides guidance and oversight to the GM as a full Board rather than as individuals.
- Likewise, there was agreement that Board members should never provide direction or oversight to staff, or ask staff to conduct research without approval of the GM, but should always be encouraged to approach staff directly with questions or ideas (and that this kind of collaborative environment should be encouraged). However, in doing so, Board members should keep the General Manager in the loop where discussions may impact his/her management of staff and District operations.
- To enable the Board to focus on policy rather than day-to-day operations, it's important for the Board and General Manager to have a clear understanding for how the Board will provide oversight and accountability for the GM. The Committee discussed clarifying in the Board Manual what the GM's annual review will be based on (including what's meant by 'workplan') and how his/her performance will specifically be measured, as well as ensuring the process is transparent. Kevin and Committee members emphasized the need for ongoing feedback and potentially for regularized 'check-ins' at Work Sessions or otherwise, to avoid concerns or issues building up and manifesting in unproductive or indirect ways.
- The Committee would like to discuss all of the above with the full Board in March, to clarify these matters going forward and ensure there's buy-in from the full Board.

***Determination of future meetings.*** Committee will meet Monday February 3, 2020, 10:00am–12:00pm, at the District Office, 2220 Curve Plaza Ste. 201, Steamboat Springs, CO.

I certify that the foregoing constitutes a true and correct summary of the proceedings at the above referenced meeting.

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Kevin McBride, District Secretary/Manager

Date: \_\_\_\_\_



## Upper Yampa Water Conservancy District Board Manual

### Table of Contents

#### Mission/Preamble

#### District Background and Relevant Legal Authority

#### Chapter 1 – Role and Authority

#### Chapter 2 – Board Interactions with General Manager, Counsel and Staff

#### Chapter 3 – Board Governance

#### Chapter 4 – Board Interactions with the Public

#### Chapter 5 – Director’s Code of Conduct

## Upper Yampa Water Conservancy District Mission

*To lead water resource management within the District’s boundaries by responsibly conserving, protecting, developing, providing and enhancing the water resources of the Upper Yampa River Basin for the benefit of the Basin.*

### Preamble

The Upper Yampa Water Conservancy District Board of Directors has developed and adopted, and will maintain, this Board of Directors’ Manual as a resource to support the District’s mission, guide the Board, and encourage public confidence in the integrity of the District and its fair and effective operation. This Manual is shaped by the Board’s commitment to the following:

1. **Leadership** in the Upper Yampa Basin and regionally in the conservation and development of water resources.
2. **Partnership** with other agencies, stakeholders, and customers to conserve and develop water resources.

3. **Stewardship** of taxpayer dollars and the region’s precious water resources.

Contained in the Handbook are pertinent District information, controlling statutes, relevant rules and regulations, Court Decree creating the District, and Bylaws and Personnel Policies enacted by the Board.



## **District Background**

The Upper Yampa Water Conservancy District was formed in 1966 to provide legal authority to plan and construct water conservation projects in the Yampa Valley. The petition for organization was filed on December 21, 1965 under the Water Conservancy Act of the State of Colorado. In March of 1966, the district boundaries were established to encompass portions of Routt and Moffatt Counties. The District is divided into three divisions: Division 1 (Hayden area), Division 2 (Steamboat Springs area), and Division 3 (Oak Creek/Yampa area). Upon formation, it was proposed that the Board of Directors be comprised of three directors from each division. The nine members of the Board of Directors are appointed by the Colorado Water Division Six Water Judge to serve staggered four-year terms. [Suggestion to include for clarification that appointments rotate, with the Judge appointing the Directors from one of the three Divisions each year, with the exception of every fourth year when no Directors are appointed, and that anyone may apply.]

The District was formed on the basis that properties within the District would benefit through conservation, development, and stabilization of water supplies for domestic irrigation, power, manufacturing, and other beneficial uses. This led to the construction of Yamcolo Reservoir, located in the Flattops near the headwaters of the Yampa River, in 1980 and Stagecoach Reservoir, located southeast of Steamboat, in 1989. Yamcolo offers 9,621 acre feet of storage, which primarily provides water to agricultural operations in South Routt County; some of which is delivered via the Stillwater Ditch, a District-owned and operated irrigation ditch that crosses the Five Pines Mesa. With up to 36,439 acre feet of storage, Stagecoach serves a multitude of water users, including municipalities, industrial use such as energy production, agricultural operations, and recreation including snowmaking. The District also owns and operates an 800 kW hydroelectric power plant at Stagecoach Dam. In addition to safely maintaining and operating District-owned facilities, the District promotes healthy reservoirs, streams, and watersheds within the District. In 2012, the District partnered with the Colorado Water Trust to coordinate the first environmental water release out of Stagecoach Reservoir. As part of its maintenance and operation, the District also closely adjusts and monitors the temperature and oxygen content of its releases to ensure a healthy habitat for trout and other aquatic life downstream, a contribution to both the environment and recreational opportunities on the Yampa River. In collaboration with various agencies, the District supports water quality efforts and participates in working groups to address issues that may affect water quantity in the future. The District monitors issues throughout the Colorado River Basin in an effort to protect the water resources of the Upper Yampa Basin and plan for potential water shortages.

The District is committed to an Upper Yampa River Basin with safe, secure water storage and supply that benefits all uses in the Basin. The mission of the District is “To lead water resource

management within the District’s boundaries by responsibly conserving, protecting, developing, providing and enhancing the water resources of the Upper Yampa River Basin for the benefit of the Basin.”

### **Relevant Law**

[Bob Weiss to insert]

## **Chapter 1 – Role and Authority**

### **Board Values**

District constituents, and persons and entities who contract for allotments of water from the District, are entitled to Board members who are fair, ethical, and accountable. Board members strive to constantly seek to reflect the following qualities in discharging their duties:

- Strive to be independent, impartial, and fair in their judgment and actions;
- Use their public office for the public good, not for personal gain; and
- Conduct public deliberations and processes openly, where not legally confidential, in an atmosphere of respect, civility and transparency.

### **Role of the Board**

The primary role of the Board is to establish policies that guide the District to meet its mission. Board members recognize and respect the distinction between their policy-setting role and the day-to-day implementation of policy by staff. The Board exercises authority collectively as a Board, and individual Board members do seek to not establish policy on their own, whether through private communication with staff or otherwise.

The Board has four major responsibilities:

- 1) Promote the best interests of the District's constituents and stakeholders by establishing policies that support the vision and mission of the District and ensuring implementation of those policies. Policies include the governing principles, strategic plans, and course of action for the organization. Policy making is the process of visionary planning and should reflect the broadest possible principles and provide parameters within which staff can operate.
- 2) Establish policies that ensure fiscal stability and the effective use of funds. Each fiscal year the Board adopts a budget covering the anticipated revenues and expenditures of the District and reviews budget reports throughout the year. Additionally, from time to time, the Board reviews and/or adopts amendments to the District's cash reserve, investment, and other policies as necessary.

- 3) Hire and oversee a General Manager to manage the day-to-day operations of the District. The Board holds the General Manager accountable for the effective operational management of the District and evaluates the General Manager on an annual basis.
- 4) Engage legal counsel as needed to effectively represent the needs and interests of the District.

For the Board of Directors to function in an effective manner, it is important that each member understand his/her respective role and the relationship they have to other members of the Board and to the General Manager.

## **Chapter 2 – Board Interactions with General Manager, Counsel and Staff**

Directors are committed to supporting a healthy, well-functioning and responsive organization. This commitment includes addressing questions or concerns in a direct, timely manner through open, honest and respectful communications, whether concerning the District's internal or external operations.

In addition, effective and efficient functioning of the District relies on collaborative efforts between the Board of Directors and individuals employed to execute the District's day-to-day operations.

### **The Board's Relationship with the General Manager**

A positive relationship between the District Board and its General Manager is important to the Board. The General Manager is the primary agent of the Board and is the one to whom the Board delegates authority to manage and administer the District's daily operations in accordance with approved policies. The General Manager has two roles: chief executive officer and top advisor to the Board. As the most visible employee, the General Manager represents the District to its stakeholders and constituents.

While the Board may not agree with the General Manager on every issue, Directors will focus on maintaining a shared sense of purpose, open communication, honesty, trust and mutual support. While the General Manager is hired to carry out Board policy directives, the Board also looks to him/her for guidance and leadership. Further, the Board must be able to support the decisions of the General Manager and grant him/her the authority to manage and lead the District. Both parties should endeavor to publicly support each other.

The General Manager is responsible for ensuring Board members have the information they need to make Board-level decisions and that all Board members are provided the same information. Board members expect the General Manager to make a recommendation on issues before the Board, except those that are strictly reserved to the Board or legal matters within the responsibility of the District's legal counsel.

The following guidelines are intended to help define the relationship between the Board and the General Manager:

- 1) The General Manager prepares an annual budget and work plan for approval by the Board of Directors. The annual work plan reflects and advances the District's strategic plan.
- 2) The Board of Directors provides the General Manager with an annual written evaluation that is standardized, transparent and tied to his/ job description and work plan.
- 3) While the Board sets District policy and overall strategic direction, the General Manager's role is to manage day-to-day operations in accordance with those policies.
- 4) Individual Board members are encouraged to discuss District-related matters with the General Manger at any time. While Board members may not individually direct policy or management decisions with the General Manager, they may provide feedback, input, and/or suggestions to the General Manger concerning District operations in carrying out the strategic and policy direction of the Board. If at any time the General Manager or a Board member believes an issue may implicate broader District policy and/or decision-making, he or she should bring the issue to the full Board for input or guidance.
- 5) If a Board member has concerns about staff actions, or how staff are implementing Board policy, or if the General Manager has concerns that a Board member is attempting to direct staff on a policy matter, the Board member or General Manager should discuss the matter directly with the other to try to resolve the issue. If the issue is not resolved or seems to either party to implicate a broader policy matter, the policy matter should be brought to the full Board for discussion.
- 6) Board members should be provided the same information where practical, including staff reports, committee agendas, and pertinent issues raised by the public.
- 7) The Board should inform the General Manager of specific information they wish to receive from outside agencies, organizations and other sources.
- 8) Board members should not meet with officials from agencies or jurisdictions about District business without the knowledge or participation of the General Manager.
- 9) Board members should not attend internal staff meetings or meetings between District staff and third parties without prior notice to the General Manager.
- 10) The General Manager advises the Board of Directors when he/she is out of the office for an extended period of time and designates the individual who shall be acting General Manager during that time.
- 11) When a Board member is going to be out of town or unavailable for a Board meeting or other function involving the Board, he/she will notify District staff in a timely manner.

### **The Board's Relationship with Counsel**

- 1) **General counsel.** Who can authorize counsel to do work on behalf of the District? GM or full Board? Any other guidelines for Board and legal counsel?

Add note about General Manager's relationship with Counsel.

- 2) **Special counsel.**

### **Interactions with Staff (apart from General Manager)**

District staff serves the entire Board of Directors as a whole. The Board should adhere to the following guidelines in its interaction with the staff:

- 1) A Board member should not direct staff to initiate any action, change a course of action, or prepare any report without the approval of the General Manager and, if necessary, a majority of the Board.
- 2) Board members may make reasonable inquiries to staff about District operations and other matters. Requests for staff research should be directed to the General Manager. Responses should generally be shared with the full Board.
- 3) Board members should not attempt to pressure or influence staff discussions, recommendations, workloads, schedules, or priorities.
- 4) When preparing for Board meetings, Board members should direct questions ahead of time to the General Manager so that staff can provide the desired information at the Board meeting.
- 5) Any concerns by a member of the Board regarding the behavior or work of a District employee should be directed to the General Manager privately to ensure the concern is addressed. Board members shall not reprimand employees directly nor should they communicate their concerns about individual staff members to anyone other than the General Manager.
- 6) Soliciting political support from staff (e.g., financial contributions, display of posters or lawn signs, name on support list, etc.) is prohibited. District staff may, as private citizens with constitutional rights, support political candidates, but all such activities must be done away from the workplace and may not be conducted while on the job.

## **Chapter 3 – Board Governance**

The District Bylaws establish the orderly conduct of District business where not otherwise provided by State law. The following provisions are non-binding, except where explicitly stated in the Bylaws, but provide additional guidance regarding Board governance.

The officers of the Board of Directors include the President and Vice-President. The General Manager serves ex officio as Secretary/Treasurer of the District. Officers of the District are elected annually by the Board.

**Role of Board Officers** (President in particular)– need to discuss and clarify with the full Board this aspect of the District’s Governance model. On one end of the spectrum, the Board President supports the GM as requested but otherwise serves the same function as other Board members except for presiding over Board meetings, and any duties associated with that (e.g., meeting as useful with the GM beforehand), and signing checks. On the other end is a collaborative leadership model, in which the Board President is considered as a spokesperson of the Board and in some cases acts as a ‘voice’ of the organization, and plays a more active role in coordinating and strategizing with the GM, e.g., to frame issues for Board discussion and strategize with the GM on follow-up implementation. Note that under the first ‘model,’ certain Board chairs may

request to meet with the GM before and after Board meetings as they deem useful to help with smooth and productive functioning of the Board. You can make these provisions as specific or flexible as you'd like.

### **Board Meeting Agendas**

Board meeting agendas are generally set at each meeting for the next Board meeting as an agenda item. Once set, they may be modified by the General Manager and/or the Board President. New items may also be added at the request of two Board members.

### **Meeting Schedule and Location**

The regular monthly meeting schedule is approved by the Board at the November Board meeting for the upcoming year. Currently, most (but not all) regular Board meetings are held on the second Wednesday of each month commencing at 1:30 pm in the upstairs conference room known as the Mountain Valley Bank Community Meeting Room, 2220 Curve Plaza, Suite 201, Steamboat Springs, Routt County, Colorado. Lunch is normally served before the meeting starting at 1PM. The Board may hold a day long Board retreat in October in lieu of the October Board meeting. Special meetings are called from time to time in accordance with the Bylaws.

### **Board Meeting Protocol**

- 1) The Board should treat members of the public with courtesy and respect.
- 2) The minutes of the Board meetings should be distributed to Board members in advance of the next meeting and normally approved with corrections, if any, at the next regular Board meeting.
- 3) Information relevant to the Board's decision-making and oversight should be shared efficiently without unnecessary bureaucracy. The Board should be kept apprised of issues relevant to Board policy or decision-making, and on the progress of District activities. Relevant updates, information, and policy options should be provided in written form, prior to Board meetings. Board Communication Forms may be supplemented with discussion and questions as needed.
- 4) Board meetings shall alternate between regular meetings and work sessions, to allow for efficient decision-making on targeted topics, as well as broader policy discussions on thornier issues.
- 5) [To what extent do folks want to clarify the general structure of agendas? Need to also make sure this is consistent w/ the Bylaws.] The 'Board of Directors Reports' portion of the Agenda shall be utilized for members of the Board to provide brief reports on matters of interest to the Board including meetings attended in their capacity as Board members.
- 6) The General Manager generally meets with the President and/or Vice President prior to Board meetings to review and prepare for the upcoming meeting.
- 7) At the direction of the General Manager, department heads or appropriate departmental managers will generally be present at Board meetings.
- 8) Subcommittees should be used where beneficial to discuss, vet and frame complex issues for broader Board consideration.

- 9) To encourage Board decision-making, split/minority votes are acceptable if, after making best efforts, the Board is unable to reach a consensus outcome that all Board members can accept.
- 10) [Include methodology for tracking Board policy/resolutions to set District policy?]

### **On-Boarding and Orientation of Directors**

New Board members should receive copies of the Board Handbook, along with the current strategic plan, annual budget and work plan.

Further, to effectively oversee the functions of the District, new Board members shall receive a tour of District's facilities and infrastructure within their first six months. (All Board members should participate in this tour every 2-3 years?)

## **Chapter 4 – Board Interactions with the Public**

As a public body, it is important for the District Board of Directors to establish a working environment that encourages public participation and trust. During their service, Board members will have a wide range of interactions with the public including written communication (i.e., letters, email, etc.), social media, phone calls, face-to-face, social functions, regular and special Board meetings, etc. The following guidelines represent Board member “best practices” for interacting with the public.

### **Engaging the Public in General**

- The Board respects the role of constituents in the governance of the District and encourages their participation.
- The Board seeks input from key stakeholders where appropriate in District decision-making.
- The Board is aware that all written and electronic documentation and communication [specify with whom/regarding what] is legally considered in the public domain. This excludes information protected by attorney-client privilege.

### **Concerns or Complaints**

- 1) Concerns or inquiries that are directed to Board members regarding District employees or operations will be initially referred to the General Manager. Board members should strive to approach such issues without judgment and in a spirit of collaborative problem solving.
- 2) The General Manager or his/her designee will provide the Board with a written or verbal report of constituent concerns or inquiries that cannot be handled as a routine manner, and/or that are significant or politically sensitive.  
Information that may expose the District to liability will be shared with the Board at a noticed, executive session meeting of the Board of Directors as allowed by applicable law.

## **Public Input During Board Meetings**

The Board President maintains an orderly progression of the business before the Board, and to the extent possible regulates the amount and type of input from the public and from members of the Board and staff. To engage the public, public comment is generally accepted on all agenda items, with time set aside for general public comment on items not on the agenda. This should be clearly indicated on meeting agendas. In addition, the Board will often invite a stakeholder group to attend lunch before Board meetings.

Generally, Board members will not respond to public comments during the public input portion of the agenda except to refer matters to the General Manager for follow-up. Board members may ask clarifying questions to ensure that staff provides an appropriate response. Occasionally, a prompt response may be offered by the President or the General Manager when an obvious answer or resolution is available. The Board will not enter into a debate or make decisions in response to public comments that are not on the agenda for consideration.

## **Representing the District Outside of Board Meetings**

Board members are always encouraged to attend meetings and events related to water matters in the Yampa Basin in an informal capacity. Primarily this helps create a more informed Board and enables Board members to share relevant issues and information to the District Board and staff at District Board meetings. Additionally, Board members' participation in other Basin water efforts can be helpful in raising the visibility and public understanding of the mission and activities of the District.

Board members may also be called upon to represent the District in a formal capacity

In order to ensure that they are properly representing the position of the District on policy matters, Board members should adhere to the following guidelines:

- 1) Board members should use their title only when conducting official District business, for information purposes, or as an indication of background and expertise.
- 2) When Board members attend other meetings or functions on behalf of the District, their primary role is to listen and report back to the District about relevant efforts and issues.
- 3) Once the Board of Directors has taken a position on an issue, all official District correspondence regarding that issue will reflect the Board's adopted position.
- 4) No Board member should represent official positions of the District at meetings of any outside agency or organization without prior Board authorization. If a designated Board member and/or alternate cannot attend an assigned meeting, a duly appointed substitute may attend on their behalf.
- 5) Directors shall communicate and coordinate closely with District staff prior to communicating formal District positions, to ensure messaging is clear and consistent.
- 6) If a member of the Board appears before or otherwise participates in a meeting of another governmental agency or organization, non-profit entity to give a statement on an issue affecting the District, the Board member shall support the majority position and opinion of the Board.

- 7) To the extent a Director may communicate regarding Board perspectives on non-confidential matters, he/she shall strive to offer a balanced perspective with adequate disclaimers about his/her own role. Likewise, personal opinions and comments that may be contrary to adopted policy may be expressed only if the Board member clarifies that these statements do not reflect the official position of the Board or the District.
- 8) Board members should exercise caution when utilizing the news media, social media or other forms of communications to express views that are in opposition to adopted Board policy.
- 9) When two or more Board members are authorized by the Board to attend a meeting, the meeting is properly noticed as a public meeting of the District.
- 10) When a Board member attends a meeting with District staff, the staff member should be the primary voice on behalf of the District. The Board member may play a support role where requested by staff or authorized by the full Board.

### **Resolution of Issues or Conflicts**

Any issue of concern to Board members should be brought to attention of full Board. If hear rumor, raise the issue. No surprises.

[Need something in place for resolving conflicts among staff and/or Board to supplement and/or refine the District's Personnel policy (p.22). Could be a 3rd party Ombuds or Mediator, potentially housed under the General Counsel, if the issue involves GM and/or Board members and direct communication does not resolve the issue. It may also be useful to have the Ombuds or Mediator available to the GM to help resolve internal staff issues as needed.]