

# **Goals/Governance Board Committee**

## **AGENDA**

Upper Yampa Water Conservancy District  
Wednesday, March 18 @ 1:00 – 4:00pm, UYWCD District Office

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### **Welcome and preliminaries (1:00-1:15)**

- Confirm goals for today; review and approve 3/3 meeting minutes

### **Review/refine current draft of Directors' Manual (1:15-2:30)**

- Review current draft, with close review starting at Chapter 4; briefly discuss Bob Weiss suggestions

### **Review//refine GM Job Description (2:30-3:15)**

- Discuss general principles, consistent with Board manual
- Review current GM job description, propose edits, and clarify next steps

### **Clarify next steps (3:15-3:45)**

- Plan for finalizing draft to share/discuss at April Board meeting
- Identify specific topics to discuss with full Board
- Propose timeframe and format for Board meeting discussion

### **Wrap Up and Actions Items (3:45-4:00)**

# RECORD OF PROCEEDINGS

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING  
MARCH, 2019 1:00 pm  
MOUNTAIN VALLEY BANK COMMUNITY ROOM  
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO**

## MINUTES

Board Governance Committee members present were Directors Ken Brennar, Jim Haskins, Bob Woodmansee, and Web Jones. General Manager Kevin McBride and CBI facilitator Ryan Golten were also present.

The following agenda was proposed:

Purpose of the meeting: Refine Governance Manual, discuss templates/models for GM work plan and annual performance review

Welcome and preliminaries (1:00-1:15)

- Confirm goals for today; review and approve 2/3 meeting minutes

Review/refine current draft of Directors' Manual (1:15-2:15)

- Review current draft
- Plan for refining Handbook and sharing with Board at April Board meeting

Clarify Committee recommendations (if any) regarding GM work plan (2:15-2:45)

- Briefly review resources/materials shared by Ryan
- Discuss purpose/expectations
- Process/format recommendation(s) for Board consideration

Recommendations for annual performance evaluation (2:45-3:15)

- Briefly review resources/materials shared by Ryan
- Discuss purpose/expectations
- Process/format recommendation(s) for Board consideration

Wrap Up and Actions Items (3:15-3:30) – including next steps and action items

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

## RECORD OF PROCEEDINGS

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Webb Jones moved to adopt the February 2020 Committee meeting minutes. Bob Woodmansee seconded, with all in favor of adoption.

**Discussion of Draft Board Manual.** The Committee reviewed the updated draft based on the Committee's suggestions at its last meeting. The Committee went through and made final edits through page 8 of the Manual. The rest of the Manual will be closely reviewed at the next meeting. The Committee will share the draft document with the full Board for the April Board meeting, at which point the Committee proposes a full discussion of governance topics. The Committee hopes to have the Manual adopted at or by the May Board meeting.

The updated draft Manual will be circulated to Committee members by Friday March 13.

**Discussion of Proposed Board Oversight – GM Performance Review and Annual Work Plan**

The Committee incorporated these topics into its discussion of the draft Manual. In general, the Committee believes it's important for the GM to have an annual work that is explicitly tied to the District's Strategic Plan objectives. Further, as a communication, education and tracking mechanism, it will be helpful for the Board to hear from the General Manager bimonthly regarding the status/implementation of the work plan. The Committee recommends the Manual not specify an exact work plan template but that the Board and GM should work together to determine the best format for providing this information while minimizing unnecessary bureaucracy. Likewise, in terms of the GM's review, feedback to the GM should be on-going, with the format for an annual review determined by the Board in consultation with the GM and staff as useful. The review should be forward-looking, constructive, supportive, and transparent. It should involve Board, staff and at least occasionally other District stakeholders. It is not intended to be punitive or negative, but a tool for growth and learning.

**Determination of future meetings.** Committee will meet Wednesday, March 18, 2020, 1:00pm–4:00pm, 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

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### 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

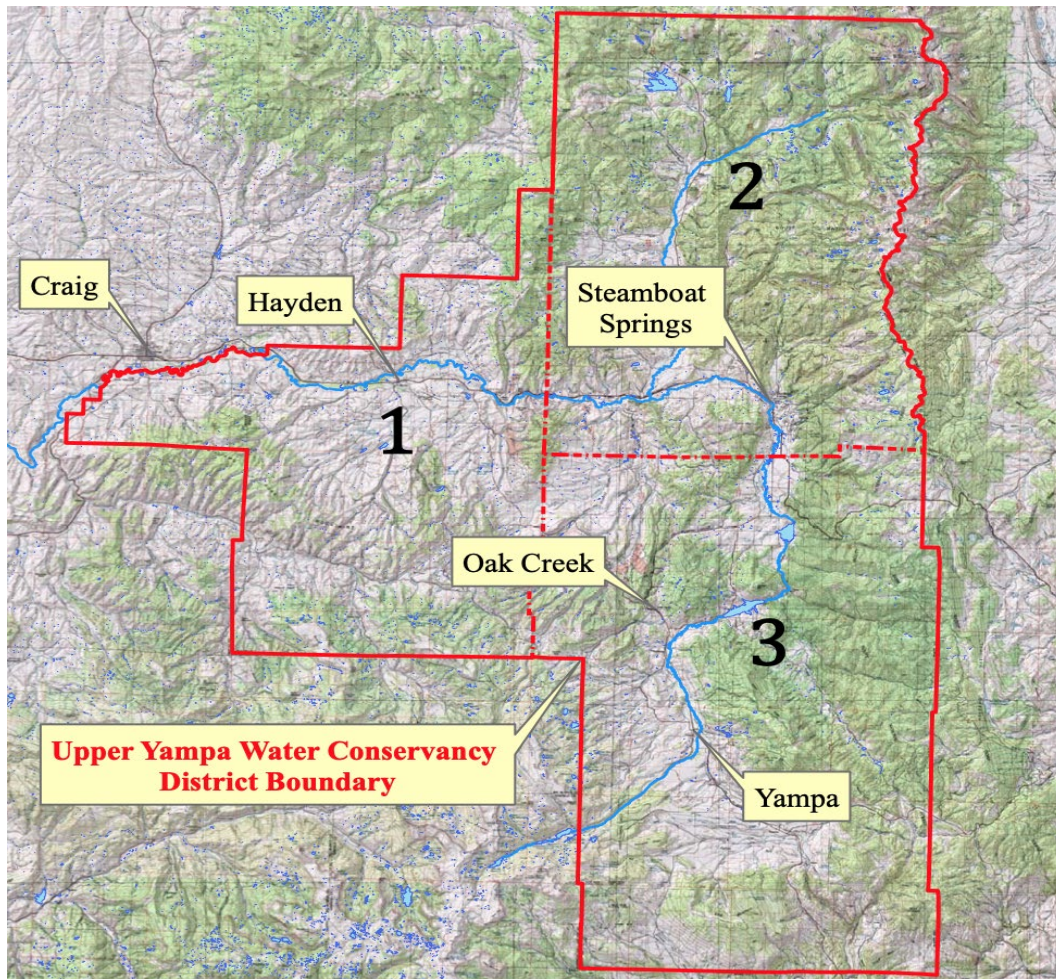
The Upper Yampa Water Conservancy District Board of Directors (herein ‘Board’) has developed and adopted, and will maintain, this Board of Directors’ Manual as a resource to support the District’s mission, guide the Board, and encourage public confidence in the integrity of the District and its fair 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.

## District Background

The Upper Yampa Water Conservancy District was formed in 1966 under the Water Conservancy Act of the State of Colorado to plan and develop water conservation projects in the Upper Yampa Basin. The District encompasses Routt County and a portion of Moffatt County and is divided into three divisions: Division 1 (Hayden area), Division 2 (Steamboat Springs area), and Division 3 (Oak Creek/Yampa area). The nine members of the Board of Directors, three representing each Division, are appointed by the Chief Judge to serve staggered four-year terms. Three Directors (one from each Division) are appointed each year, with the exception of every fourth year when no appointments are made. Directors must reside and own real property in the Division they desire to represent. There are no limits on the number of terms Directors may serve.



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.

## **Relevant Legal Authority**

The District is a governmental entity organized under the Colorado Water Conservancy Act found in Title 37, Article 45 of the Colorado Revised statutes. The Act contains the State law governing the creation, powers and authority, governance, operation, and financing of the District. The 1966 Decree forming the District describes the Boundaries and Divisions within the District, the Board structure, and the certain projects then expected to be undertaken by the District. The District is also subject to other legal requirements of state and federal law including the Colorado Open Meetings law, the Open Records Act, the Local Government Budget Law, the Colorado Governmental Immunity Act, and the Code of Ethics. The District has adopted Bylaws, policy resolutions, an Employee Handbook, and this Board Manual.

## **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 Directors (herein ‘Directors’) who are fair, ethical, and accountable. Directors 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 and strategic direction that guide the District to meet its mission. This includes the need for visionary planning and adapting to unforeseen events. The Board exercises this authority only collectively as a Board, rather than as individuals. Directors recognize and respect the distinction between their policy-setting and oversight role, and the day-to-day implementation of policy by staff. The Board's role is to be 'nose in, fingers out,' meaning the Board is kept regularly informed of major District activities, pursuant to the Board's overall strategic plan and policy priorities, with the opportunity to provide feedback or raise questions at any time, and to discuss issues at Board meetings. The Board does not direct the day-to-day activities of the staff.

The Board's responsibilities are set forth in the District Bylaws and include the following:

- Promote the best interests of the District's constituents and stakeholders by establishing policies that support the current 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.
- 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, in addition to hiring an independent auditor to ensure District finances comply with standard governmental accounting rules. From time to time, the Board also reviews and/or adopts amendments to the District's cash reserve, investment, and other policies as necessary.
- Hire 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 at least annually.
- Engage legal counsel as needed to effectively represent the needs and interests of the District.
- Approves certain contracts and projects, appropriates water rights, and takes such other actions as set forth in the Bylaws.

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**

The Board is committed to supporting a healthy, responsive and well-functioning organization. This requires collaborative, open and well-defined relationships with the Board's General Manager, counsel, and staff.

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

A strong collaborative relationship between the District Board and the General Manager is essential to a highly functioning Board and District. 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, budget, and governing documents of the District. 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.

Directors will focus on maintaining a shared sense of purpose, open communication, honesty, trust and mutual support of each another, Counsel, and staff. The Board must be able to support the decisions of the General Manager, provide the General Manager with clear direction, and grant him/her the authority to manage and lead the District. Both parties will endeavor to publicly support and be responsive to one another. They are expected to raise questions or concerns with one another in a direct, timely manner through open, honest and respectful communications, with regard to both the District's internal and external operations.

The General Manager is responsible for ensuring Directors have the information they need to make Board-level decisions and that all Directors are provided the same information. Directors 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.

In addition to the above, the following guidelines are intended to help define the relationship between the Board and the General Manager:

- 1) Individual Directors are encouraged to discuss District-related matters with the General Manger at any time, including to provide feedback, input, and/or suggestions concerning District policy and operations. If at any time the General Manager or a Director believes an issue may require broader policy clarification and/or decision making by the Board, he or she brings the issue to the full Board for input or guidance.
- 2) The General Manager prepares an annual budget and work plan for approval by the Board of Directors. The General Manager's annual work plan directly references and advances the District's strategic plan.
- 3) The Board reviews and, as needed, updates the District's strategic plan on an annual basis, prior to the General Manager's development of the budget and work plan for the following year.
- 4) The Board provides the General Manager with an written evaluation at least annually that is standardized, transparent, and tied to his/her job description and annual work plan.
- 5) The General Manager updates the Board bimonthly on the status and implementation of his/her work plan, to foster open communication regarding District activities,



accomplishments, and any areas of concern. Any specific concerns and/or feedback should be raised at these meetings, rather than being delayed until his/her annual review.

- 6) Where practical, Directors notify and/or include the General Manager when meeting with officials from agencies or jurisdictions regarding District business and brief the General Manager on key issues or outcomes from such discussions.
- 7) The General Manager provides all Directors with the same information regarding District business.
- 8) When a Director is going to be out of town or unavailable for a Board meeting or other function involving the Board, he/she notifies District staff in a timely manner.
- 9) 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.
- 10) If a Director or General Manager has concerns that these guidelines are not being properly followed, he or she will raise the issue with the full Board and/or in accordance with the conflict resolution procedure in Chapter 5, as appropriate.

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

- 1) **General counsel.** In general, any Director may contact the District's General Counsel with District-related inquiries. If the matter involves a request for significant legal work, it is approved by the Board as a whole. Exceptions include Directors collaborating with Counsel on longer-term District projects, in which cases approval by the Board is presumed, provided the Board initially authorized the project and is kept up to date. The Board President may also communicate with Counsel for purposes of Board meetings as needed; the General Manager is generally kept abreast of these communications. On an annual basis the Board shall approve an engagement letter with its General Counsel.
- 2) **Special counsel.** The District will from time to time employ special counsel. Unless otherwise determined by the Board, the protocol for Board member interaction with Special counsel is the same as with General Counsel.

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

District staff serves the District as a whole. The Board adheres to the following guidelines in interacting with staff serving under the supervision of the General Manger:

- 1) Directors do 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, Board action.
- 2) Directors may make reasonable inquiries to staff about District operations and other matters. Requests for staff research are directed to the General Manager. Responses involving District policy are generally shared with the full Board.
- 3) Directors do not attempt to pressure or influence staff discussions, recommendations, workloads, schedules, or priorities.
- 4) If Directors have questions or information they would like addressed by staff at Board meetings, they strive to share this reasonably in advance with the General Manager, so

that staff can provide the desired information in the regular Board meeting packet and verbally at the meeting as requested.

- 5) Soliciting political support from staff is prohibited. District staff may, as private citizens, support political candidates, but all such activities must be done away from the workplace and may not be conducted while on the job.
- 6) Any issues or conflicts are addressed in accordance with the issue or conflict resolution procedure in Chapter 5.

## **Chapter 3 – Board Governance**

The District Bylaws establish the orderly conduct of District business where not otherwise provided by State law. The provisions below are non-binding guidelines, except where explicitly stated in the Bylaws.

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 President**

A collaborative relationship between the President and General Manager is essential to a highly functioning Board. The primary role of the Board President is to preside over meetings, consult with the General Manager regarding Board meetings, and sign certain District documents and checks. The President is expected to meet with the General Manager before Board meetings, to frame and clarify topics, and after Board meetings, to ensure clear and timely follow up.

### **Board Meeting Schedule and Location**

The regular monthly meeting schedule is approved by the Board at the November Board meeting for the upcoming year. In general, every other Board meeting will include topics, materials, and/or policy issues with a need for more lengthy, informal, and participatory discussions, which will often inform future decision-making. These ‘work session’ style meetings are still considered Board meetings with accompanying agendas, minutes and relevant action items.

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 may be called from time to time in accordance with the Bylaws.

### **Board Meeting Agenda Development**

Board meeting agendas are generally set at the end of each meeting for the next Board meeting. Once set, they may be subsequently modified by the General Manager and Board President, or at the request of two Directors, provided any changes are made well before Board packets are distributed and posted, except in the case of urgent matters. Where possible, the General

Manager and Board President come to agreement on the agenda topics and briefing materials required, in order to help ensure Board meetings are organized and productive.

### **Board Meeting Structure**

In general, Board meetings will follow the following agenda:

- Establishment of Quorum and Call to Order
- Approval of Agenda for Meeting
- Public Input and Comment
- Consent Agenda, including minutes, financial report, disbursements, and other consent items
- Report of General Manager
- Committee Reports
- Report of General Counsel
- District Engineer Report
- Consideration/Action on District Projects
- Board Member Reports
- Determination of Next Meeting Agenda
- Adjournment

As specified in the Bylaws, the ‘Board of Directors Reports’ section of each meeting agenda is for members of the Board to provide brief reports on matters of interest to the Board, including all meetings attended in their capacity as Directors. If the report is lengthy, or a Director wishes to raise an issue for Board consideration, the report is put in writing in the form of a Board Communication Form for staff to include in the Board meeting packet the week before the meeting.

Bimonthly meeting agendas also include an update from the General Manager on the implementation of his/her work plan and any issues that may have arisen.

### **Board Meeting Protocol**

The following describes the Board’s expectations for how its meetings are conducted.

- 1) Directors treat members of the public with courtesy and respect.
- 2) Board meeting minutes are distributed to Directors in advance of the next meeting and generally approved with corrections, if any, at the next regular Board meeting.
- 3) Information relevant to the Board’s decision-making and oversight are shared efficiently by staff, but without unnecessary bureaucracy. The Board is kept apprised of issues relevant to Board policy or decision-making and on the progress of District activities. Relevant updates, information, and policy options are provided in written form prior to Board meetings. Board Communication Forms may be supplemented with discussion and questions as needed.
- 4) The General Manager generally meets with the President and/or Vice President prior to Board meetings to review and prepare for the upcoming meeting.

- 5) At the direction of the General Manager, department heads or appropriate departmental managers will generally be present at Board meetings.
- 6) Committees are used where beneficial to discuss, vet and frame complex issues for broader Board consideration.
- 7) When appropriate the Board adopts policies by resolution and ensures a clear methodology for tracking policy resolutions.

### **Electronic Communications**

Written and electronic documentation and communication regarding District business and/or operations is legally considered to be in the public domain. This excludes information protected by attorney-client or other privilege. Further, telephonic meetings, emails and texts that discuss public business and involve more than two members of the Board may constitute a ‘meeting’ under Colorado law and in such cases must be open to the public. Where appropriate, Directors’ ideas or proposals for consideration by the full Board are be sent to the General Manager (or, as relevant, the General Counsel) for inclusion in the Board packet prior to the next Board meeting.

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

New Directors receive copies of this Board Manual, District Bylaws, Employee Handbook, current strategic plan, annual budget, and other relevant policy and governance materials.

Further, to effectively oversee the functions of the District, new Directors shall receive a tour of District’s facilities and infrastructure within their first six months. All Directors are encouraged participate in this tour on a regular basis.

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

As a public body, it is important for the District Board to establish a working environment that encourages public participation and trust. During their service, Directors may have a range of interactions with the public including written communication (i.e., letters, email, etc.), social media, phone calls, face-to-face, social functions, and regular and special Board meetings.

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

The Board respects the role of constituents in the governance of the District and encourages their participation. The Board values public comments, both in writing and during Board meetings, and will seek input from stakeholders where appropriate in District decision making. Directors will encourage constituents to attend Board meetings where they have input, comments or concerns to share, whether in person or writing.

### **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 is clearly

indicated on meeting agendas. In addition, the Board will often invite a stakeholder group to attend lunch before Board meetings.

Generally, Directors 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. Directors 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**

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

To ensure that they are representing the positions and perspectives of the District in an accurate and coordinated manner on policy matters, Directors adhere to the following guidelines:

- 1) When Directors attend other meetings or functions as Directors of the District, Directors are encouraged to be collaborative and participatory, with the primary goal of listening, asking questions and contributing ideas, and reporting back to the District about relevant efforts and topics.
- 2) Directors attending another meeting or function clearly delineate between their personal views and opinions and formal Board positions that have been officially adopted as Board policy.
- 3) Directors do not represent District policy positions unless they have been adopted by the Board.
- 4) Directors communicate and coordinate closely with District staff prior to communicating District policy positions, to ensure messaging is clear and consistent.
- 5) When a Director accompanies the General Manager and/or staff to external meetings, they discuss and come to agreement on the respective roles of each.
- 6) The General Manager may invite Directors to accompany him/her to external meetings where useful in discussing official District business. (In some cases the General Manager may decide it would be useful to have two Directors attend such meetings.)
- 7) Directors may be called upon by the full Board and/or General Manager to represent the District in a formal capacity or otherwise.
- 8) To the extent a Director may communicate with constituents or stakeholders regarding Board perspectives on non-confidential matters, he/she will strive to offer a balanced perspective with adequate disclaimers about his/her own role. Likewise, when expressing personal opinions and comments that may be contrary to adopted District policy, Directors will clarify that these statements do not reflect the official position of the Board

or the District. The same applies 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 three or more Directors are authorized by the Board to attend a meeting, the meeting is properly noticed as a public meeting of the District.
- 10) Once the Board of Directors has taken a position on an issue, official District correspondence regarding that issue will normally reflect the Board's adopted position, except as otherwise directed by the Board.

## **Chapter 5 – Resolution of Issues or Concerns**

The Board recognizes that concerns, misunderstandings, and differences of opinion are inevitable for any organization, and that addressing them productively can lead to important, positive change. The Board is committed to addressing concerns directly, respectfully, and as transparently as possible – whether they concern Board members, the General Manager, or the District as a whole. Issues are addressed in a timely and open manner, so issues are not left to fester and Board members are able to ensure such issues are addressed appropriately.

### **Issues or Concerns Involving Board Members and the General Manager**

It is not uncommon for miscommunication, misunderstandings or conflicts to surface among Board members or between a Board member and the General Manager. Board members will address such issues in a timely and direct manner, taking the following steps as appropriate (generally but not always in the following order):

1. Attempt to address any personal conflicts or concerns in a direct and timely manner with the other party or parties, striving for mutual understanding, curiosity, and appreciation for the different viewpoints involved.
2. Bring the issue or dispute to the entire Board as appropriate, with the Board Chair ensuring the topic is framed and handed properly. This is particularly important when direct communication has not resolved the issue and/or the conflict implicates broader Board policy. Concerns are typically brought to the attention of the other party before raising it with the Board.
3. With the authorization of the Board, which may be granted, conditioned or denied at the Board's discretion, work with District Counsel to engage a neutral third party to facilitate direct discussions between the parties to resolve the issue. The third party may be another Board member or an impartial individual outside the District whose aim is to help the parties resolve the issue. While the parties may agree to keep discussions confidential to the extent authorized by law, the end result is shared with the full Board in whatever level of detail the parties agree is appropriate, in order to keep the Board apprised, avert surprises, and promote transparency.

### **Issues Involving Operations, Staff Actions, or the District in General**

The Board recognizes there will be occasions in which members of the public or stakeholder of the District have concerns about District operations, behavior, or policy and raise concerns with

the General Manager and/or members of the Board. The District is committed to handling these inquiries or complaints responsively and openly. When such issues are raised with a Board member, the Director will promptly raise the issue directly with the General Manager.

When such concerns or complaints are raised with the General Manager, he/she provides the Board with a written or verbal report of the concerns and the District's response, if any. The Board is informed of significant or, politically sensitive, urgent and/ or repetitive telephone or electronic communication inquiries.

Any concerns of a Director regarding the behavior or work of a District employee other than the General Manager are directed to the General Manager privately to ensure the concern is addressed. Directors do not reprimand employees directly nor do they communicate their concerns about individual staff members to anyone other than the General Manager or as otherwise permitted by law or the governing documents of the District. The General Manager addresses and tries to resolve the issue, consistent, where relevant, with the District's Employee Handbook. The General Manager keeps the Board apprised on the resolution of such issues in an appropriate and timely manner and in accordance with the Bylaws and other policies.

### **Liability Concerns**

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

## **Chapter 6 – District Liability and Insurance Issues**

As a Colorado governmental entity, the District, its Board and officers and employees enjoy limited protection from liability under the Colorado Governmental Immunity Act. In addition, the District maintains insurance, which includes coverage for general and automobile liability and public official liability coverage.

### **Disclaimer**

This Manual is intended to provide guidance and establish best practices for Directors concerning their responsibilities as Directors and their interactions among themselves and with the public, staff, and constituents of the District in the conduct of District business and operations. This Manual does not establish binding requirements or legally enforceable rights. Nothing in this Manual is intended to supersede any applicable provision of the District's Bylaws, Rules and Regulations, adopted Policies, Employee Handbook or other applicable law, regulation, or document of the District.