

RECORD OF PROCEEDINGS

**UPPER YAMPA WATER CONSERVANCY DISTRICT
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING
MAY 20, 2019 9:00 AM
MOUNTAIN VALLEY BANK COMMUNITY ROOM
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO**

MINUTES

The Board Governance Committee members present were Directors Ken Brenner, Bob Woodmansee, Jim Haskins, and Webster Jones. General Manager Kevin McBride, Administrative Assistant Barbara Wilson and Ryan Golten Consensus Building Institute Consultant, were also present.

The following agenda was proposed:

Goals/Governance Board Committee – Meeting Agenda

Purpose of the meeting:

- Clarify Committee's (limited) scope, timeline, and deliverables
- Broadly identify values and goals we propose to adopt from Upper Gunnison, those we don't, and those that need more discussion at next meeting – as first step in developing draft Values/Goals statement for Board review
- Confirm priorities for suggested Board governance improvements and discuss preliminary ideas – as first step in drafting recommendations for Board review

Clarify purpose, goals, and timeline (9-9:30)

- Review Committee scope and overall timeline
- Overall principles and process agreements
- Roles and responsibilities
- Discuss work plan (schedule, roles, meetings, outputs to Board)
- Confirm protocol for posting agendas/notes

Refinement of Vision/Values/Goals statement (9:30-11:00)

- Review Upper Gunnison document
- Identify the values and goals we propose to use/adopt for UYWCD, those we don't, and where we need more discussion (concepts only; no wordsmithing)
- Next steps for refining draft document for June Committee meeting

District/Board Governance (11:00-11:45)

- CBI to summarize relevant issues/needs from Assessment (pp. 4-5) & Charter
- Share initial ideas for addressing the following issues/needs:
 - Efficiency/productivity of Board meetings, including agenda structure
 - Inclusivity and openness to diverse perspectives at Board meetings
 - Board members' participation in other Basin water efforts
 - Encouraging collaboration in Board meetings and external efforts
 - Clarification of roles/responsibilities for Board operations and governance, including Exec Committee; communications and decision-making; and addressing areas of conflict or concern as they arise (including vis-à-vis Board and GM)
- Brief discussion and next steps for drafting initial recommendations
- Clarify governance topics for next meeting

Wrap Up, Next Steps, Actions Items (11:45-12:00)

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Purpose of the meeting- Ryan Golten, Consensus Building Institute Consultant, reviewed the purpose of the meeting.

1. Strategic planning – develop first draft of Values/Goals statement
2. Board Governance – confirm priorities for suggested Board governance improvements

Clarify purpose, goals, and timeline- Draft Values/Goals statement to be presented to the Board at the June 19, 2019 Board of Directors Meeting. Board Governance draft to be presented to the Board at the August 21, 2019 Board of Directors Meeting.

Refinement of Vision/Values/Goals statement

Although the Committee is starting with Upper Gunnison document, agreement that we need to draft our own District goals. Kudos to Director Woodmansee for work he's done in reviewing and suggesting edits. Committee agreed to first review his suggestions, referring back to original Gunnison doc for reference.

Reminder that Mission is about what we do; Vision is about why/for what (future-oriented) purpose. Agreement not to get too hung up on language for now.

Committee likes structure of the document. No need to prioritize items at this time. The edits circulated after the 5/20 meeting reflect the Committee discussion and input.

Suggestions for Values section included:

- Call these policy statements, not value statements.
- Flood control should not be a mission of the District.
- 'Industrial' is more than just energy.
- Add "water based" to rec opportunities.
- Remove "strongly" from all the statements; we should not qualify them.
- Idea of watershed management may be problematic, but agreement that this idea is represented in discussion of partnership and other statements.
- Agreement to exercise caution not to 'take on' the issues that aren't the District's mission.
- Agreement to change 'Western Slope' to 'Yampa'. Notes about education and outreach requiring 2-way engagement and participation. Suggestion to omit 'co-learning'.

Suggestions for Goals section included:

- In developing our goals, need to look at the priorities expressed by our constituents in the 2017 survey and integrate the Board strategic planning discussions from our 2016 and 2018 Retreats, as well as what we heard in the 360 Assessment. Also need to look at enterprise funding categories, to ensure consistency between goals/actions and budget categories.
- Ultimately we need to prioritize the goals; some will be more important than others strategically and in terms of budget priorities.
- District should take leadership role for those items that are our direct purview.

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- One of our goals should relate to our water contracts. We need to be consistent and eliminate potential problems that exist in the current contracts. Contracts are a high priority.
- Agreement that effective, 2-way communications with District constituents should be a goal. Consider making effective internal communication a goal as well.
- We'll need short- and long-term financial plans to support goals. For some, budget planning is a top priority goal.
- Need to have a goal about protecting/developing the resources District already has and follow-through with our master plan.
- Ms. Golten will talk with General Manager McBride to ensure that each current District priority corresponds to a goal, to identify any gaps.

All committee edits are represented in the Vision/Goals document for the June 3, 2019 Board Governance Committee meeting.

District/Board Governance

Homework to be submitted by 5/28: What ideas do you have for improving the District in the several areas below?

- Efficiency/productivity of Board meetings
- Board members' participation in other Basin water efforts
- Encouraging collaboration in Board meetings and external efforts
- Clarification of roles/responsibilities for Board operations and governance
- Communications and decision-making
- Addressing areas of conflict or concern as they arise

Input will be reflected in the June 3, 2019 Board Governance Committee meeting materials.

Wrap Up, Next Steps, Action Items

For 6/3 meeting, Ms. Golten to email a revised Vision/Goals document with edits from today's discussion. Committee to fill out Governance template and email to Ms. Golten by 5/28; she will compile the collected input for the 6/3 meeting.

Determination of future meetings The scheduled dates for the next Governance Committee meetings were confirmed: Monday June 3, at 1:00 PM and Monday June 10, 2019 at 9:00 AM 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.

 Date: 6/23/2019
Kevin McBride, District Secretary/Manager