

RECORD OF PROCEEDINGS

**UPPER YAMPA WATER CONSERVANCY DISTRICT
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING
JUNE 10, 2019 9:00 – 11:30 AM
MOUNTAIN VALLEY BANK COMMUNITY ROOM
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO**

MINUTES

Board Governance Committee members 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 (facilitator) were also present.

The following agenda was proposed:

Goals/Governance Board Committee – Meeting Agenda

Purpose of the meeting:

- District's legal counsel to share relevant legal considerations for Committee in developing Values/Goals and Governance proposals
- Finalize initial draft of values /goals document to propose to the Board on 6/19
- Discuss and refine ideas for addressing Board governance topics; confirm next steps for developing recommendations to Board

Approve 5/20 and 6/3 Committee meeting minutes (9-9:05)

Review last meeting and confirm plan/goals for today (9:05-9:10)

- What's been done since 6/3 meeting; briefly review materials in packet
- Confirm goals for today

Discussion w/ District Legal Counsel Bob Weiss (9:10-9:45)

- Relevant legal considerations, parameters, authorities – for Values/Goals and/or Governance
- Discussion/questions

Finalize Draft Values/Goals statement for Initial Board Discussion (9:45-10:45)

- Briefly review current draft and what's changed based on 6/3 meeting
- Discuss any needed changes/issues based on Bob Weiss's presentation
- Exercise to correlate Goals with relevant Policy statements, as useful
- Briefly discuss sample strategic plans; relevant/timely to share with Board?
- Next steps for 6/19 Board meeting

District/Board Governance (10:45-11:15)

- Briefly review and discuss input from Committee members
- Any relevant issues/reflections from Bob Weiss's presentation?
- Clarify what review and/or input needed at 6/20 Board meeting; next steps

Goals for 6/19 Board meeting (11:15-11:20)

- Identify topics, scope, goals for Board discussion on 6/19
- Plan for preparing relevant Board packet materials by 6/12

Wrap Up, Next Steps, Actions Items (11:20-11:30)

- Review next steps – who, what, when

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Preliminary discussion. Ryan Golten, facilitator, reviewed the purpose of the meeting. Director Jones moved to approve the May 20, 2019 Committee minutes. Director Woodmansee seconded and was unanimously agreed.

Goals and Notes for the 6/19 Board Meeting

- Goal is to get high-level feedback on Committee preliminary draft documents so far; direction and input on how to proceed; and detailed written edits to docs (following the meeting) as Board members wish to provide. Emphasize this is preliminary and work-in-progress, and that the Mission/Goals should remain a living document. Haven't gotten to the level of wordsmithing. Still working at the philosophical and strategic level.
- If the Board gives the green light on our general direction, the next step will be to come up with corresponding objectives/tasks for each goal, and to ensure each goal corresponds to at least one policy statement.
- We can potentially schedule time at the July Board work session to delve into these documents with the Board in more depth.
- In terms of timeframe, the Committee believes it would be good to have Mission/Goals doc substantially done before the annual retreat.
- Goal is to continue to notice the Board and Committee meetings on the Committee's Mission/Goals and Governance work, so stakeholders are informed and able to provide input during the process. Once we have a final draft of the Mission/Goals document, the Committee recommends publicizing for final review before officially adopting it.
- When folks are asked about this process, it's fine for Committee members to let them know it's happening but to emphasize that neither the Committee nor full Board has taken action, so don't represent anything substantive on behalf of the District unless the Board has formally adopted it.

Discussion w/ District Legal Counsel Bob Weiss

The District's counsel, Bob Weiss, reviewed the Committee documents in light of the relevant legal parameters on Conservancy Districts set out by statute, case law and otherwise. He will write up a memo for the Board with his conclusion, which is that the District is solidly 'in its lane' with the strategic planning framework and Board governance ideas the Committee is proposing, given that everything being proposed has some nexus to the District's core mission of storing and delivering water. Weiss or a bond attorney would certainly step in if the District were trying to do something outside the District's purview or borrow money for an improper purpose.

Finalize Draft Values/Goals Statement for Initial Board Discussion

The Committee made edits which are reflected in the post-6/10/19 draft

- Director Woodmansee recommends we add a Vision Statement and edit the statutory mission statement for internal and public use; he thinks the current one is long, boring, and outdated.

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- Director Woodmansee had other suggested edits that he will provide to the Committee along with Board member suggestions following the 6/19 Board meeting.

District/Board Governance – see 6/10 draft

- Reminder the governance document is just a compilation of ideas. It has *not* been discussed or vetted by the committee. These will evolve into recommendations for the Board on bylaws changes, new policies or procedures.
- Board members will have opportunity to add ideas/comments after the next board meeting.

Determination of future meetings Committee will meet July 8, 2019 1:00 – 4:00 pm and July 15, 2019 1:00-4:00 pm, 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: 7/23/2019
Kevin McBride, District Secretary/Manager