

# RECORD OF PROCEEDINGS

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING  
JANUARY 23, 2020 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.

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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.



Kevin McBride, District Secretary/Manager

Date: 2/29/2020