

RECORD OF PROCEEDINGS

UPPER YAMPA WATER CONSERVANCY DISTRICT
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING
FEBRUARY 4, 2019 11:00 am
MOUNTAIN VALLEY BANK COMMUNITY ROOM
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO

MINUTES

Board Governance Committee members present were Directors Ken Brenner, Jim Haskins, Bob Woodmansee, and Web Jones, in addition to CBI facilitator Ryan Golten.

The following agenda was proposed:

Purpose of the meeting:

- Refine draft Board Governance Handbook

Welcome and preliminaries (11-11:15)

- 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 2nd 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

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 last meeting. The Committee discussed several key topics at a high level; it then reviewed the second half of the draft document and directed Ryan to make a number of edits. The updated draft will be circulated as both a clean and red-lined version by February 14. The Committee agreed to share the draft document with the full Board for the March Board meeting. At the April 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.**

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Below were highlights from the Committee's discussion, in addition what was discussed at the 1/23 meeting:

- Following up with the conversation about the **Board President's role** – i.e., whether he/she should preside over meetings and sign checks, or additionally serve as a spokesperson and in some cases the organization – the majority of Committee members continue to shy away from the latter role. *The Committee further underscored its consensus view that, to help ensure efficient and effective Board meeting, the President should coordinate with the General Manager (with Counsel as needed) to prepare for and follow up from Board meetings – and the bottom line that this should be a collaborative working relationship.* Bob Woodmansee advocated for a more expansive view of the Board President's role and will share this perspective with the full Board.
- Board members' **participation and function in outside meetings** with their 'District Board member' hat – the Committee feels this should be encouraged with the strong principle and expectation of pre- and post- meeting communication, coordination of messaging, clarification of roles, and overall mutual support between Board members and staff, particularly when attending the same meeting.
- Board's **oversight and review** of the GM – the Committee generally feels that, for the Board to effectively be 'nose in, fingers out,' requires having effective oversight and accountability with the GM. So the GM is in charge of the District's day-to-day work, with the Board 1) staying well informed, and 2) having a mechanism to raise questions or concerns at Board meetings, both as a matter of course and as needed. The Committee asked Ryan to share annual review templates and sample work plans to consider as they define and structure this oversight role. They emphasized the annual review should also be tied to a process in the fall to review/update the District's strategic plan and GM's work plan for the following year.
- The Committee asked Ryan to consult with Bob Weiss in drafting a section for '**Resolving Issues or Concerns**' that describes different procedures to be followed with respect to different types of concerns or issues. In general, issues or conflicts should be resolved as they arise in a (more) respectful, supportive way to avoid surprises and set a collaborative tone.
- Ryan was asked to clarify the language related to expectations for Board meeting protocol and agendas to ensure it's consistent with recent decisions and the updated bylaws. This may require more editing.

Determination of future meetings. Committee will meet Wednesday, February 19, 2020, 12:30pm–3:00pm, 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.

Ken Brenner
Ken Brenner (Aug 7, 2020 09:48 MDT)

Ken Brenner, President

Date: Aug 7, 2020






2020 0204 Board Committee meeting minutes-final

Final Audit Report

2020-08-07

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