

## RECORD OF PROCEEDINGS

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING  
MARCH 18, 2020 1:00 PM  
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. General Manager Kevin McBride and CBI facilitator Ryan Golten were also present.

The following agenda was proposed:

Purpose of the meeting: Refine Governance Manual, Draft GM Job Description for new search

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

- Confirm goals for today; review and approve March 3, 2020 meeting minutes

Review/refine GM Job Description (1:15-2:30)

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

Review/refine current draft of Directors' Manual (2:30-3:15)

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

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) – including next steps and action items

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

***Discussion/Drafting of GM Job Description.*** The Committee discussed its scope – i.e., to develop a strawman job description, using the several examples gathered by Board members, to review

## RECORD OF PROCEEDINGS

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with the Executive Committee and for Board review/approval. Committee members discussed general skills/background to emphasize in the job description, which included: collaborative work style, strong management and leadership skills, excellent communications skills, comfort with variety of stakeholders and environments (including state-level presentations and working in a rural ranching and mountain community).

Specific suggestions included:

- Emphasize the bigger picture, 'visionary' aspects of the role (see Southwestern's job description)
- Underscore that one of GM primary responsibilities is advisory – preparing/organizing materials and provide advice/counsel for Board to make informed decisions. (#1 skill set).
- Underscore that one of the GM's primary responsibilities is to execute the Board's Strategic Plan. Engage w/ Board as set forth in Board Governance Manual.
- A key attribute is leadership, internal and external. See below.
- Suggest starting w/ SW as a template (similar to UYWCD's but slightly stronger) – potentially simplify (alternatively, start with River District job description and add)
- May not need extensive detail about the 'day-to-day' to capture the range of responsibilities but focus more on big picture aspects of role. Can also be somewhat brief on the latter since we have Board Governance Manual and Strategic Plan for context.
- Include in intro paragraph a few potential sentences about important attributes/ characteristics (e.g., understands needs and culture of agricultural and mountain communities; ability to engage effectively with wide array of different groups working on water issues, etc). *Caution against identifying too many of these, rather than just determining for ourselves in interview process. Can look for things like strong communication, collaborative temperament, etc during the selection process.*
- Consider having 'internal' and 'external' categories under job duties.
- Background/skills/experience. Note that Southwest has no facilities and 1 employee –Upper Yampa GM may need to have more technical background and manages a bigger staff. But focus should be on strong leadership skills – with both Board and staff. Includes gravitas, trustworthiness. willingness to present and back up ideas, strong ability to listen to and work with people.
- Note we still need to confirm overall governance 'model' to ensure we clarify role of GM vis-à-vis Board ('shared governance' vs more traditional Carver model)

Next steps: Webb volunteered to draft a first cut, starting with Southwestern's GM job description and incorporating the Governance Committee's suggestions. He'll circulate the strawman to Committee members by Monday 3/23. Committee members will send edits to Webb by Tuesday 3/24 afternoon. On behalf of the Committee, Webb will share the edited strawman with the Executive Committee prior to its next meeting.

***Discussion of Draft Board Manual.*** The Committee reviewed the updated draft based on the Committee's suggestions at its last meeting and made final suggestions. After a final review at its 3/31 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 27.

## RECORD OF PROCEEDINGS

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*Determination of future meetings.* Committee will meet by Bluejeans videoconference Tuesday, March 31, 2020, 9:30am–12:00pm. The call-in information will be circulated and posted by or on Friday March 27.

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 09:46 MDT)

Date: Aug 7, 2020

Ken Brenner, President






# 2020 0318 Board Committee meeting minutes-final

Final Audit Report

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