

AGENDA

**UPPER YAMPA WATER CONSERVANCY DISTRICT
BOARD GOVERNANCE/STRATEGIC PLANNING COMMITTEE MEETING
MONDAY, OCTOBER 23, 2023 (1:00 PM)
UYWCD OFFICE – SUITE 201
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO
ONLINE MEETING:**

[HTTPS://US06WEB.ZOOM.US/J/81065496532?PWD=H2BRvZUVw39TIAy6VvRPhYMSTBJEJ.1](https://us06web.zoom.us/j/81065496532?pwd=H2BRvZUVw39TIAy6VvRPhYMSTBJEJ.1)

THE UPPER YAMPA WATER CONSERVANCY DISTRICT REQUESTS THAT UNVACCINATED PEOPLE ATTENDING THE COMMITTEE MEETING AT THE UYWCD OFFICE WEAR A MASK.

INSTRUCTIONS ON HOW TO JOIN A ZOOM MEETING FOLLOW THE AGENDA

A Board Governance/Strategic Planning Committee meeting packet is available for public review on our website at <https://upperyampawater.com/agendas-and-meeting-documents/> by the Friday before the meeting. Amendments to the Agenda and new documents that are generated or submitted after the original posting of the meeting materials will be posted under "Additional Documents" on the website for the relevant meeting.

QUESTIONS ON AGENDA AND/OR BOARD MATERIALS: Members of the public or Board of Directors with questions on the agenda or meeting materials are welcome to contact the General Manager at the District offices prior to the meeting. You may reach the General Manager at: arossi@upperyampawater.com or (970) 871-1035 Ext. 2.

MEETING PROCEDURE: Comments from the Public are welcome at two different times during the course of the meeting: 1) Comments no longer than three (3) minutes on items **not** scheduled on the Agenda will be heard under Public Input and Comment; and 2) Comments no longer than three (3) minutes on all scheduled public hearing items will be heard following the presentation. Please wait until you are recognized by the Chairman. With the exception of subjects brought up during Public Input and Comment, on which no action will be taken or a decision made, the Committee may take action on, and may make a decision regarding, ANY item referred to in this agenda, including, without limitation, any item referenced for "review", "update", "report", or "discussion" whether or not listed as an "Action Item."

- (1) **1:00 XM** Establishment of Quorum and Call to Order
- (2) **1:00 XM** Approval of Agenda for Meeting **Action item**
- (3) **1:05 XM** Public Input and Comment
The Committee will make no decision nor take action, except to direct the General Manager. Those addressing the Committee are requested to identify themselves by name, organization, if any, and address. Comments shall not exceed three (3) minutes.
- (4) **1:10 PM** Review Initial Governance Committee Process
 - a. Remind Committee of Board decision to engage CBI and scope of effort
 - b. CBI review themes (handout) from Board interviews regarding Committee's Governance questions
- (5) **1:30 PM** Discuss and Brainstorm Approaches to Recent Governance Questions
 - a. Proposed (1-year, pilot) Special Board Governance/Strategic Planning Committee and Duties

b. Board external engagement – reimbursement policy and expectations

c. Board interactions with public (including grant applicants) at Board meetings

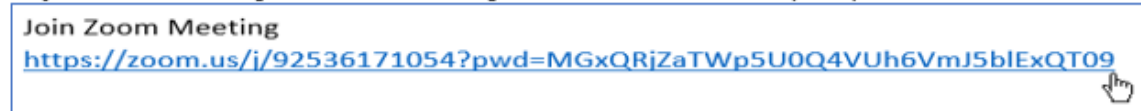
(6) **1:50 PM** Next Steps

(7) **2:00 PM** Adjournment.

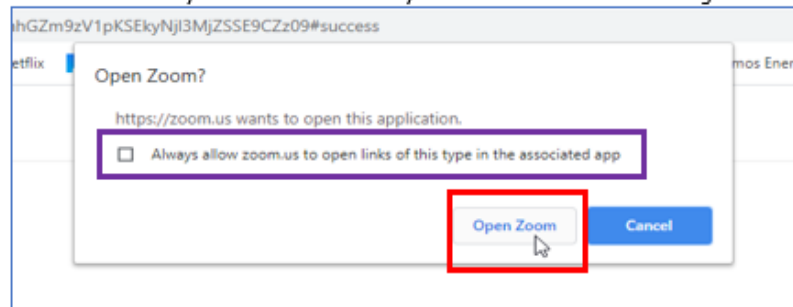
How to join a Zoom meeting

Join via "Join Zoom Meeting" link:

To join a Zoom meeting, click on the meeting link that has been sent to you by the host:

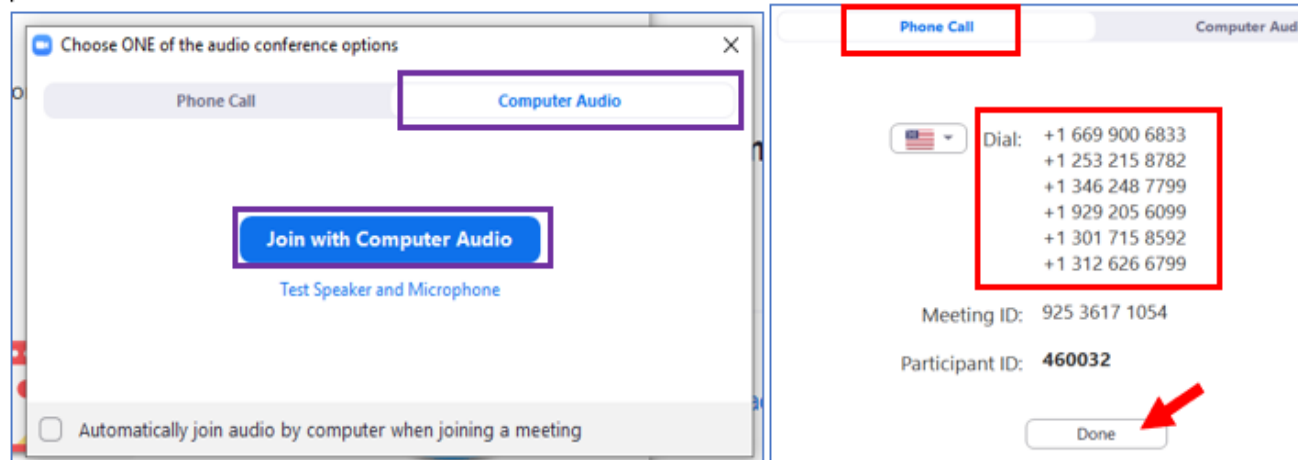


If you have not used Zoom before, you may receive this dialogue box to open Zoom. First, click on "always allow zoom.us..." so you will automatically connect for future meetings. Then, click on "Open Zoom" and follow the prompts.



Once you are connected to Zoom, you will need to choose your audio conference option. To join via your computer, click on "Computer Audio" and then "Join with Computer Audio".

To use your cell phone or landline, click on "Phone Call" and then choose a number from the list. Once you dial the number, you will be asked for the Meeting ID and Participant ID to enter the meeting. Click on "Done" once you are connected to the Zoom meeting. Or, you can use the "One tap mobile" option, see below, to connect via your cell phone.



Join via cell phone with "One tap mobile":

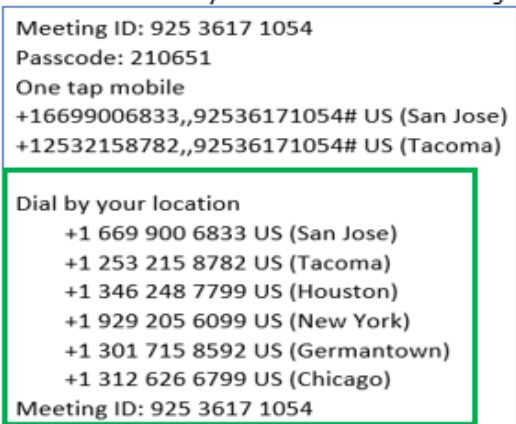
If you will be joining a Zoom meeting via your cell phone, click one of the "One tap mobile" links. Then click on "Call +1...". You will hear a request to "enter your Meeting ID followed by pound (#)". You **do not** need to enter the ID as the link will do this automatically for you.

You will be asked if you are a participant and to "Please press pound (#) to continue". You **must** press the pound key (#). Then you will be asked to "Enter your Participant ID followed by pound (#) or just press pound (#) to continue". If you **do not** enter anything, you will be automatically connected to the meeting.



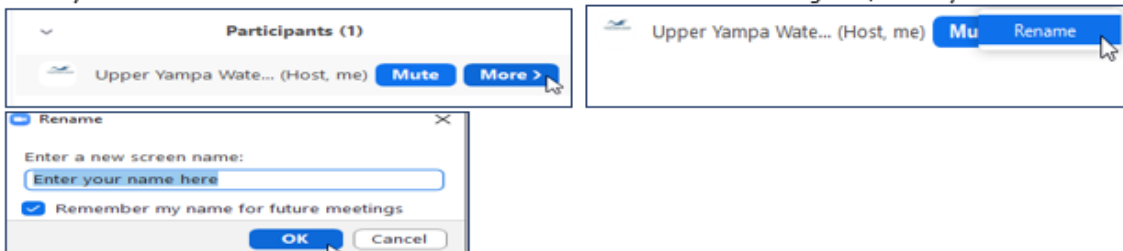
Join via "Dial by your location":

If you will be joining a Zoom meeting via your cell phone or landline, you can choose any of the numbers below to access the meeting. Once you dial the number you will be asked to "Enter your Meeting ID followed by pound (#)". Then, you will be asked to "press pound (#) if you are a participant". Finally, you will be asked to "Enter your Participant ID followed by pound (#) or just press pound (#) to continue". If you **do not** enter anything, you will be automatically connected to the meeting.



Be sure you are identified properly:

Once in Zoom, be sure that you are identified properly. If you need to change, in "Participants" click on your ID and hover your mouse on "More >" and then click on "Rename". In the dialog box, enter your name and click "OK".



PUBLIC INPUT AND COMMENT

The Board will make no decision nor take action, except to direct the General Manager. Those addressing the Board are requested to identify themselves by name, organization, if any, and address. Comments shall not exceed three (3) minutes.

**REVIEW INITIAL GOVERNANCE
COMMITTEE PROCESS**

**REMIND COMMITTEE OF BOARD DECISION
TO ENGAGE CBI & SCOPE OF EFFORT**



**REVIEW INITIAL GOVERNANCE
COMMITTEE PROCESS**

**CBI REVIEW THEMES FROM BOARD
INTERVIEW REGARDING COMMITTEE'S
GOVERNANCE QUESTIONS**



Input + Ideas from Board Interviews

UYWCD Special Committee on Board Governance (Fall 2023)

Pursuant to Ryan's contract with UYWCD, she recently conducted interviews with Board members related to related to 3 topics:

- 1) **Formation of a potential *standing* Special Committee on Strategic Planning & Governance** (including to oversee an annual cycle of Strategic Planning and Board Governance activities), and clarifying its relationship to the Executive Committee
- 2) **Improving Engagement with the Public at Board Meetings** (aka Board meeting decorum and camaraderie)
- 3) **Clarifying Expectations for Board Member Participation in External Activities**

This document highlights input received from Board members on those topics. Ryan and the current Special Committee will meet to discuss this and develop a proposal to the full Board.

Formation of Standing Committee on Strategic Planning/Governance

Board input on this ranged from strongly supportive to somewhat skeptical. Here were the considerations I heard:

- 1) Many Board members are reluctant to form new standing committees, believing the Board should function generally as a cohesive body, but are open to doing so if there is a discreet need. If so, it would help to confirm the GM is supportive of this function.
- 2) If the Board determines there is a need and benefit to forming a new standing Special Committee, pursuant to Article VI of the District Bylaws, its function needs to be clearly differentiated from that of the Executive Committee, which can act on behalf of the Board between meetings, including to make contracts or legal decisions if so delegated, and to act for the Board in cases of emergency. See Bylaws, Article VI.
- 3) Unlike the Executive Committee, which meets as needed in case of emergencies or urgencies between Board meetings, a proposed new Special Committee would have limited *prescribed, enumerated duties* and a regular schedule. This might include, e.g.:
 - a. **Strategic Plan process oversight.** For instance, meeting with the GM in the late summer to review and develop a report to the full Board regarding 1) the District's progress toward strategic plan goals through its Work Plan, and 2) how the District's preliminary draft budget reflects strategic goals. The purpose would be to help the GM plan for the September Board meeting, October Retreat, and November Board meeting to formally review Work Plan progress, review and finalize the budget with the full Board, and discuss any proposed updates to the Strategic Plan. This could also include meeting at the end or beginning of each year to capture any proposed changes to the board's Strategic Plan to bring to the full Board for consideration in the early part of each year.
 - b. **Board Governance process oversight.** Plan and administer a regular cycle of Board self-evaluations; periodic review of Board Governance policies and

practices and any proposed changes for Board consideration; new Board member on-boarding.

- 4) Board members believe that strategic planning is the province of the entire Board. If a Committee is formed, its function should be procedural in nature; substantive/strategic discussions and decision making would take place with the full Board.

Improving Engagement with the Public at Board Meetings

- 1) This was framed as an issue about Board decorum after recent Board meetings resulted in heated exchanges between Board members and grant applicants related to Board member concerns and questions. To some Board members, these exchanges were unnecessarily confrontational and bruising, with negative impacts on current and potential future applicants, as well as staff who interact with the public and are in the business of encouraging such applications, pursuant to the Community Grant Funding Project's current guidelines.
- 2) Many Board members believe the Board Governance Manual (Chapter 4) is sufficiently clear regarding expectations of respectful interactions with the public that 'encourage[] public participation and trust.' Most Board members do not feel this requires a new policy or any sort of 'tone policing,' but believe that behaving respectfully is something Board members can and should expect of one another. They believe that if/when any Board members are acting contrary to that, which can happen when emotions run high, they can and should raise this with the Board President or Vice President in the moment, who can call for a 'point of order' and ask everyone to pause as needed and adhere to those expectations. Most Board members acknowledge this could have been done better at recent Board meetings and should be done going forward.
- 3) Board members generally see themselves as public servants and do not wish to lose the trust of the public, while also seeing it as important for the Board to voice its concerns and opinions. It may be helpful to have periodic reminders about why this is important and how to interrupt behavior that may not be in the interest of the Board and the District as a public entity.
- 4) Board members also had suggestions for **structural improvements** to avoid antagonistic exchanges between Board members and applicants. Ideas included:
 - a. Clarity around grant application **criteria**, so applicants are aware of Board expectations and staff can work with them to improve their applications and avoid surprises when they are questioned by the Board regarding these criteria. In addition to the Community Grant Funding Project's current criteria, suggested additions might include, e.g., consultation with relevant stakeholders (including irrigators and landowners), particularly regarding certain types of projects.
 - b. **First** and **second readings** of applications at Board meetings. The first reading could be done by staff with the Board (and lead to applications being refined as needed); the second would involve the applicant and final decision-making by the Board. Alternately, particularly for applications requiring more urgency, staff could still act as impartial go-betweens and facilitate Board review of draft applications (and potential refinement of applications) between Board meetings,

before applicants appear before the Board. Apparently staff have already instituted this latter type of process – i.e., sending grant applications to Board members with requests for questions and feedback prior to Board meetings. However, given Board members questions about this, it would probably make sense to explicitly discuss the current process and reasons behind it, potentially useful refinements, and needs or expectations for the process as a whole.

Clarifying Expectations for Board Member Participation in, and Reimbursement for, Representing the District in External Activities

From discussion with Board members, this seems to involve two prongs:

- 1) Clarifying **whether and how Board engagement in external activities on behalf of the District must be pre-authorized in order for Board members to seek reimbursement for travel expenses** (and whether exceptions are needed/warranted). Presumably this includes (a) Annual determination of external activities and Board assignments; (b) Ad hoc approval of reimbursable Board member activities at Board meetings as needed; and (c) Approval between Board meetings (for events/meetings that come up last minute).
 - a. *Most Board members feel reimbursement for activities must be pre-authorized.*
 - b. *Board members distinguished between the policy for compensating Board members to **attend** external meetings, which is specified in the Bylaws and not in question, and getting **reimbursed for costs** of attending out-of-town meetings.*
 - c. *Most Board members believe this type of routine annual process, with clear guidelines/criteria, is good practice and should be straight forward to implement. **Most suggested the Special Committee come up with a proposed policy for the full Board.** It may make sense, for example, to authorize the Executive Committee to approve Board member engagements (for reimbursement) when needed between Board meetings based on a set of criteria or guidance.*
 - d. *Board members seem to agree that the GM should not be put in a position as acting as gate keeper and that a lack of clarity by the board sets up unnecessary conflict between staff and Board. A clear Board policy would help prevent this.*
 - e. *Board members seem open to exceptions if/when warranted but believe this should be articulated in a policy.*

- 2) Clarifying **what is expected when Board members attend such activities for the District** (and why), e.g.:
 - a. **Clarify purpose/goals/benefits of Board external engagement**
 - i. *Most Board members feel that engaging in external water meetings benefits the District in terms of learnings, reputation and/or staying abreast on issues – and even if the potential benefits seem marginal at times, that in general the District should err on supporting Board participation in water activities outside the UYWCD. Particularly given the*

current budget surplus, Board members generally do not seem to regard the extent of Board members' external activities as a major issue or concern.

- ii. *At the same time, there were questions about whether some efforts may be more strategically served by having staff be the District's official representative(s), i.e., because staff can more directly represent, coordinate with, and implement day-to-day operations to align with those efforts.*
 - iii. *Overall, Board members felt that establishing a list of criteria would be helpful in deciding annually (and as needed throughout the year) when Board members should represent the District and/or otherwise be reimbursed for travel to attend out-of-town meetings.*
- b. **Expectations for representing the District at water events/meetings**
- i. *Board members generally seem to think the current Governance Manual (Chapter 4 – Board Interactions with the Public) is clear on this, in terms of Board members playing a primarily 'listening' role and clearly differentiating between their personal opinions and formal District policy.*
 - ii. *There was a desire to ensure Board members are coordinating well and respectfully with staff who may be attending the same meetings, including to ensure Board members are supporting staff as the primary face of the District, consistent with Chapter 4 (pp. 10-11) of the Governance Manual.*
- c. **When/how are Board members authorized to represent District policy?**
- i. *Board members generally seem to think the current Governance Manual is clear on this; currently it does not seem to be perceived as a problem.*
- d. **What type of report-backs are expected to the Board, and why/to what end?**
- i. *Report-backs from members to the rest of the Board are seen as important, useful and expected. In general this seems to be happening among Board members and was not expressed as a problem.*

Next steps are expected include the following:

- Ryan will meet with the (temporary) Special Committee formed by the Board to review the input above and develop proposals to bring to the Board.
- By January, the Board will consider proposals developed by the Committee to address the issues discussed above.

**DISCUSS & BRAINSTORM APPROACHES
TO RECENT GOVERNANCE QUESTIONS**

**PROPOSED SPECIAL BOARD (PILOT)
GOVERNANCE/STRATEGIC PLANNING
COMMITTEE & DUTIES**



**DISCUSS & BRAINSTORM APPROACHES
TO RECENT GOVERNANCE QUESTIONS**

**BOARD EXTERNAL ENGAGEMENT -
REIMBURSEMENT POLICY AND
EXPECTATIONS**



**DISCUSS & BRAINSTORM APPROACHES
TO RECENT GOVERNANCE QUESTIONS**

**BOARD INTERACTIONS WITH PUBLIC
(INCLUDING GRANT APPLICANTS)
AT BOARD MEETINGS**



NEXT STEPS

