

RECORD OF PROCEEDINGS

**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=H2BrRvZUVw39TIAY6VVRpHYMST
BJEJ.1](https://us06web.zoom.us/j/81065496532?pwd=H2BrRvZUVw39TIAY6VVRpHYMSTBJEJ.1)

MINUTES

Chairman Nicole Seltzer called the meeting to order and declared a quorum present. In addition to Chairman Seltzer, the Committee Members present were Ken Brenner, Webster Jones and Jim Haskins. Board Members present were Doug Monger. General Manager Andy Rossi was also present. Members of the public present for some portion of the meeting included Ryan Golten, Consensus Building Institute.

This meeting was held in person and by videoconference utilizing Zoom. The meeting agenda included instructions to the public describing the process to participate in the meeting and comment on agenda items.

The following agenda was proposed:

AGENDA

- (1) **1:00 PM** Establishment of Quorum and Call to Order
- (2) **1:00 PM** Approval of Agenda for Meeting **Action item**
- (3) **1:05 PM** 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.

Committee Chairperson Seltzer established a quorum and called the meeting to order at 1:06 PM.

Meeting Agenda. Director Haskins moved to approve the agenda. Director Jones seconded the motion which was unanimously approved.

RECORD OF PROCEEDINGS

Public Input and Comment. Chairperson Seltzer invited members of the public to comment on items not otherwise scheduled on the agenda. There was no comment.

Review Initial Governance Committee Process.

Remind Committee of Board decision to engage Consensus Building Institute (CBI) and scope of effort. Ryan Golten reviewed the purpose and context for this meeting. She reminded Committee members that the Board voted to engage her to work with a temporary Committee to propose approaches to three primary topics after soliciting initial input from Board members:

1. Whether to create a standing Strategic Plan/Governance Special Committee and what its scope and duties should be.
2. Pursuant to Chapter 4 of the Board Governance Manual, creating a reimbursement policy and discussing overall expectations to support Directors in engaging in external water meetings.
3. Ensuring professional and respectful interactions with members of the public, including grant applicants, at Board meetings.

This Committee is expected to meet at least one other time to develop proposals for the Board's consideration related to the topics above. These are expected to include a draft Special Committee Charter, proposed Board reimbursement policy, and potential refinements to the Board Governance Manual. These will then be brought to the full Board for consideration and discussion.

CBI review themes (handout) from Board interviews regarding Committee's Governance questions. Ryan Golten walked through CBI's document circulated and posted for the meeting, entitled *Input + Ideas from Board Interviews: UYWCD Special Committee on Board Governance (Fall 2023)*.

Discuss and Brainstorm Approaches to Recent Governance Questions

Proposed (1-year, pilot) Special Board Governance/Strategic Planning Committee and Duties. The Committee discussed and proposed the following:

1. The proposed Committee would focus on Strategic Planning and Governance, as set forth in the document Ryan Golten shared, entitled *Input + Ideas from Board Interviews: UYWCD Special Committee on Board Governance (Fall 2023)*. The Committee asked Ryan to refine a draft Charter based on today's input for the Committee's further review. Like other draft documents coming out of this process, Bob Weiss will need to review this.
2. If created, a new Special Committee should be cognizant of Board members' interests in conducting all substantive discussions as an entire Board (rather than delegating those discussions to Committees), while ideally streamlining Board process in ways that support efficient Board meetings. The Committee would be process-focused only. In addition, the Committee would be a one-year pilot to be reviewed after the first year; it could be dissolved by the Board at any point pursuant to its Bylaws.
3. The Bylaws direct that Committee members must be voted on or, in the absence of a vote, appointed by the President, and that the President and General Manager are ex officio members of all Special Committees. Members are not simply Board volunteers.

Board external engagement – reimbursement policy and expectations. Ryan Golten shared an example of a reimbursement policy from a California water district and discussed overall expectation for engaging in external water meetings with the Committee. The Committee proposed the following:

RECORD OF PROCEEDINGS

1. **Reimbursement policy.** This policy should be simple with basic sideboards, i.e., that reimbursable expenses must be to attend water-related meetings in ways that support the District's mission. The Committee discussed two options, which General Manager Andy Rossi will draft for the Committee to review and refine and subsequently for the Board to consider: 1) having a \$2,000 cap for each Board member, without the need for pre-authorization, and 2) having a pre-approved list of organizations or entities for which participation in their events is deemed pre-approved, up to a cap of \$2,000. Expenses for these meetings would be in addition to those in which a Board member is an *official* representative from the District (e.g., Yampa River Fund, Basin Roundtable, State Affairs Committee) or to attend Water Congress, the latter of which could be separately budgeted for all Board members to attend.
2. **Expectations for Board members in attending external meetings.** The Committee noted that it could be useful to discuss, with the full Board, expectations in Chapter 4 of the Board Governance Manual on *Representing the District Outside of Board Meetings* and what Directors expect from one another in practice. It may be helpful for General Counsel Bob Weiss to provide annual reminders to the Board about some of these. The Committee discussed two provisions in particular from the list of expectations on p.11 of the Governance Manual:
 - a. #8 – Distinguishing **personal opinions from District policy** when speaking externally, including providing balanced views when discussing Board perspectives. This includes expectations for Directors when their personal views conflict with the perspectives of other Directors or a position of the organization.
 - b. #5 – It would be useful to discuss what is expected in terms of **coordinating with staff** when attending the same meeting. This may include reminding fellow Board members that staff may also be required to engage in external efforts as part of their job duties, and that elevating staff externally helps communicate Board members' confidence in the District and its staff. Also, Board members reminded one another that under Chapter 2, 'Interactions with Staff,' Board members should refrain from volunteering staff for external tasks and rather should go through the General Manager with any requests related to staff time or duties.

Board interactions with public (including grant applicants) at Board meetings. The Committee discussed enhancing engagement with the public at Board meetings. The following was proposed:

1. **Grant program structure/process.** The District should clarify its community grant program objectives and evaluation process to help avoid and mitigate adversarial interactions with applicants at Board meetings. Right now, the District is not receiving any such applications and does not expect to until this is clarified. First, the Board should discuss what they mean by multi-benefit projects, confirm this is what they want to support in the community grant program, and potentially refine grant materials to clarify what the Board means, including additional grant criteria or parameters. Second, the process should ensure that staff are able to clarify expectations and raise potential and actual Board member concerns with applicants, so that when applications come before the Board for final consideration, these issues have been addressed preemptively. The Board should consider whether this should include a first and second reading or a way for applications to be pre-screened by staff with clear Board guidance. Interactions with grant applicants should focus on the issues themselves, and such concerns should never be personalized.
2. **Professional interactions with the public.** Board members are accountable to one another for having professional, respectful interactions with the public at Board meetings, even if Directors disagree with them or their proposals. If Directors are not acting consistent with this provision of the Board's Governance Policy, other Board members can and should step in to call for a 'Point of Order,' or to

RECORD OF PROCEEDINGS

ask the Board President or Vice President to do so. While healthy conflict is fine and candor encouraged, Committee members agreed it is not okay to be anything but respectful with members of the public, including grant applicants. Chairperson Seltzer reminded the group that when this does not happen, it undercuts the District's reputation, relationships with stakeholders, and even our staff since it is some of their jobs to nurture relationships and trust in the community. These expectations should be discussed and confirmed with the full Board, and Committee members believed it should be stressed in the Board Governance Manual.

Next Steps. The Committee will meet again, likely in early December, before bringing its Governance proposals to the full Board for consideration and discussion. Materials for the meeting will be shared and posted ahead of time.

Director Haskins moved to adjourn the meeting at 3:10 PM. Chairperson Seltzer seconded the motion which was unanimously approved.

I certify that the foregoing constitutes a true and correct summary of the proceeds at the above referenced meeting.



Andy Rossi, District Secretary/Manager

Date: 11/15/23