

## Special Committee on Strategic Planning and Board Governance DRAFT Charter

### Purpose

The Strategic Planning/Board Governance Committee is formed under Article VI of the District's Bylaws to assist the Board with tracking and supporting implementation of the District's strategic plan, integrating strategic planning with the annual process of budget development, and assist in coordinating Board Governance processes, including developing and forwarding for Board consideration proposals for facilitating the process for Board members' self-evaluations and the General Manager's annual review. The Special Committee is proposed as a one-year pilot and may be dissolved after a year or at any later point in time by decision of the Board. This summary of duties defines the scope, members and work products of this Special Committee.

**Commented [RG1]:** The Bylaws require that Special Committee members be selected by Board vote, and if no vote is held, then appointed by the Board President. (Art VI, Section 4)

### Composition

~~The Committee shall be comprised of [3?] members, who will be selected in accordance with Article VI of the District Bylaws, in addition to the President and General Manager, who shall both be ex officio members. The Committee may appoint a Chair and/or Vice-Chair in a manner consistent with the Bylaws. The Committee will be governed by a chair (Nicole Seltzer) and Vice-Chair (Ken Brenner) and will include Jim Haskins, Webb Jones and any other interested members of the Board.~~

**Commented [RG2]:** You should check with Bob, but as far as I can tell, the Bylaws don't say anything about a Chair/VC for Special Committees.

### Scope

The Special Committee has the specific duties set forth below. Unlike the Executive Committee,, the Special Committee is not empowered to make decisions on behalf of the Board, but only to frame topics or develop proposals for Board consideration. *The Special Committee may be dissolved after a year or at any later point in time by decision of the Board in accordance with its Bylaws.*

### Annual Cycle of Strategic Planning and Board Governance Activities

The Committee will develop and work to institutionalize an annual cycle that staff and Board will follow, after approval by the Board, for activities related to strategic planning, board governance and participation in external partnerships, consistent with the District's Bylaws, statutory obligations, and the Board Governance Manual. This includes:

1. Creating a proposal to the Board for an annual cycle, schedule and process for Strategic Plan development/updates, progress reporting, and General Manager performance reviews. The primary goal is to ensure that the Board and General Manager's strategic planning is integrated with, and directly supports and feeds into, the annual, statutorily mandated budget cycle, as well as developing a process for the Board to consider to provide input on the General Manager's work planning for the subsequent year.

2. Creating [a proposal for](#) an annual cycle, schedule and process for Board self-evaluations, new Board member on-boarding, and review/updates regarding the Board Governance Manual and relevant best practices. If questions arise from within or outside the District regarding Board Governance, the Committee ~~will~~[may](#) propose [to the Board](#) a process for addressing these issues in accordance with the values and procedures articulated in the Board Governance Manual.
3. Overseeing the development, ~~finalization and implementation~~ of a Board External-Engagement Reimbursement Policy [and recommending such Policy to the Board for consideration](#).
4. [Pursuant to the Board Governance Manual \(Chapter 4\), developing proposals for the Board to consider for engaging as a Board with community partners.](#)

### Collaborative Decision-Making

The Special Committee will seek consensus in developing recommendations for the Board. It will prioritize proposals likely to garner some degree of support from all Board members. In doing so, the Special Committee will be mindful of diversity of Board opinions articulated at past Board retreats and meetings on these topics. In the absence of a consensus recommendation, the Committee may propose more than one option for Board consideration, articulating pros/cons or tradeoffs of each.

### Dissolution of the Committee

The Special Committee is proposed as a one-year pilot and may be dissolved after a year or at any [later](#) point [in time](#) by decision of the Board in accordance with its Bylaws.

**DRAFT BOARD REIMBURSEMENT POLICY**

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## UYWCD Policy for Reimbursement of Board Members

*Supporting Board Participation in External Water-Related Partnerships and Activities*

### I. Background

As explained in Chapter 4 of the UYWCD Board Governance Manual, the UYWCD encourages its board members to participate in relevant external partnerships and activities, both for professional growth and learning, and to extend the reach of the UYWCD's participation and bring back useful learnings to the organization. In limited cases, the UYWCD Board of Directors may be asked to appoint members or staff to represent the UYWCD in an official representative capacity in these external efforts. In either case, Directors may be reimbursed for actual, necessary, and reasonable expenses incurred in the performance of duties performed at the request of the UYWCD Board.

The reimbursement of these expenses to Directors will be in addition to the allowable compensation detailed in Section 4 of the UYWCD Bylaws (effective November 17, 2021).

### II. Authorized Activities

- A. Each member of the Board shall be reimbursed for travel, lodging, meal, and other expenses actually and reasonably incurred in the performance of service rendered at the request of the Board, other than attending meetings of the Board or committees of the Board. All activities for which expense reimbursement is sought must be approved in advance by the Board, except as otherwise provided below and on **Attachment A**.
- B. The activities listed in Attachment A shall be considered official duties performed at the request of the Board of Directors, and expenses necessarily and reasonably incurred in connection with them are eligible for reimbursement, provided that reimbursement is not being provided by others and the other applicable provisions of this policy are met.
- C. Examples of expenses which the District will **not** reimburse include:
  - 1. Air Transportation
  - 2. The personal portion of any trip
  - 3. Family expenses, including those of partners, spouses or children when accompanying a Director on a District-related trip
  - 4. Entertainment expenses, including theater, movies, sporting events
  - 5. Non-mileage personal car expenses, including repairs, traffic citations, insurance or gas
  - 6. Purchase of alcoholic beverages
  - 7. Personal losses incurred while on District business
- D. Any questions regarding the propriety of a particular type of expense should be resolved before the expense is incurred.

### III. Cost Control Guidelines

- A. Travel
  - 1. **General:** Travel reimbursement expenses will not exceed the government or group rate for ground transportation and rental cars where such rate is available. Shuttles, taxis, and car services are reimbursable in lieu of car rental. Board members wishing to

upgrade rental car class for personal convenience, or to combine personal with business travel thereby resulting in an increased fare, must pay the increased cost over the rates set forth in this policy.

2. **Automobile:** Mileage is reimbursed at the rate contained in the most recent edition of IRS Publication 463. Tolls and parking are reimbursed at cost. For out-of-area travel by vehicle, mileage plus related en route out-of-pocket expenses shall be reimbursed at the IRS rate or the corresponding airfare, whichever is lower.
3. **Car Rental:** Cars should be rented at the most economical rate provided car rental is less expensive than other surface transportation options.
4. **Taxi/Ride Share/Shuttle:** Taxi, ride share, or shuttle fares may be reimbursed, including a 15 percent gratuity per fare, when the cost of such fares is equal to or less than the cost of car rentals, gasoline and parking combined, or when such transportation is necessary for time-efficiency.

B. Lodging

1. Lodging will be reimbursed when travel on District business reasonably requires an overnight stay.
  - a. **Conferences:** If lodging is in connection with a conference, lodging expenses must not exceed the group rate published by the conference sponsor if such rates are available at the time the reservation is made. Board members wishing to upgrade rooms and/or hotels or to incur additional guest charges will not be reimbursed for the cost difference.
  - b. **Other:** Directors must request government rates when available. Rates equal to or less than the government rates are considered reasonable for reimbursement. In the event that government rates are not available at a particular time or in a particular area, rates that do not exceed the lodging allowance for the destination city published by the General Services Administration (GSA), exclusive of taxes and mandatory charges, are considered reasonable.

C. Meals

1. Meal expenses, including tips, will be reimbursed at actual cost up to the maximum total daily per diem amounts established for the destination city by the General Services Administration (GSA).

D. Lodging and Meals During Days of Travel

1. Reimbursement for lodging and meal expenses will only be provided for days of travel if such travel days are reasonably necessary to attend the meeting or activity. Travel days are considered reasonably necessary if attendance at the meeting or activity would require travel outside the hours of 7:00 a.m. to 8:00 p.m. on the actual beginning or ending days of the activity. Unless specifically approved by the Board in advance, a Director will not be eligible for reimbursement of lodging or meal expenses incurred more than any one travel day before the beginning, nor more than any one travel day after the end of the activity attended, respectively.
2. For purposes of computing meal expense reimbursement, such days before and/or after the day(s) of the activity are considered "First and Last Day of Travel" in accordance with GSA daily per diem allowances.

**Commented [AR1]:** Are these times appropriate for most meetings and/or events?

#### IV. Expense Reimbursement Requests

- A. All expense reimbursement requests must be submitted to the UYWCD Business Manager along with receipts documenting each expense.
- B. The UYWCD Business Manager will compile requested expense reimbursements and provide the necessary expense reimbursement form to the Director for approval and filing.
- C. Directors must file their expense reports within **30** days after the expenses are incurred. All expenses are subject to verification.

#### **V. Reports to Board of Directors**

Each Director requesting reimbursement of expenses shall, at the following District Board meeting, briefly report on meetings and other events attended at District expense. If more than one Director attended a meeting or event, a joint report may be made. Written reports may be submitted for inclusion in the Board packet in lieu of verbal reports during the Board meeting. All written reports must be submitted to the UYWCD Business Manager at least **seven** business days in advance of the Board meeting to ensure they will be available to the public as part of the Board meeting packet.

#### **VI. Reporting of Expenses and Reimbursement**

All UYWCD expenditures are public records subject to State of Colorado disclosure law(s). In addition, the UYWCD will compile a report showing the amount of expenses reimbursed to each Director during the preceding months and make this report available during Regular Meetings of the UYWCD Board of Directors.

**Attachment A***to UYWCD Policy for Reimbursement of Board Members*

- I. The following activities shall be considered service rendered at the request of the Board of Directors and **shall not require specific pre-approval** by the Board to be eligible for reimbursement of expenses:
  - a. Attendance at training programs that Board members may be legally required to take.
  - b. Attendance at community/public outreach events held by or supported by UYWCD staff.
  - c. Attendance by a Director formally authorized by a vote of the full UYWCD Board of Directors to represent the UYCD at the following organizations' meetings:
    - i. Yampa-White-Green Round Table
    - ii. Colorado Water Congress State Legislative Affairs Committee
  - d. Attendance at meetings, events or functions, including meetings of civic, business, and nonprofit organizations as well as meetings of local, regional, statewide or federal public officials, public agencies or regulatory or judicial entities, by the Board President and/or Board Vice President as may be required by their roles as Board officers, and/or by Board member(s) who may be designated in writing (email will suffice) by the Board President or Vice President to attend such a meeting, on topics related to the water industry or water policy that could impact the UYWCD.
  - e. Attendance at orientation, educational activities, and briefings for Board member(s) organized by UYWCD staff (e.g., Staff-organized Board Member training or site visits to regional water or UYWCD-owned facilities, special briefings with the General Manager or staff to prepare Board Member(s) for other meetings, etc.).
- II. Attendance at meetings, conferences, seminars, educational events, regional and committee meetings and trainings (must be located in Colorado) of agencies and organizations and their committees on topics related to the water industry, water policy, or other issues that could impact the UYWCD shall be considered **optional** for Directors and **shall not require specific pre-approval** by the Board to be eligible for reimbursement as follows:
  - a. Reimbursement of expenses for travel, lodging, and meals up to a maximum annual amount of \$2,000 per Director.
  - b. Reimbursement of expenses for conference/event registration fees up to a maximum annual amount of \$1,500 per Director.