

# **Goals/Governance Board Committee – Meeting Agenda**

Upper Yampa Water Conservancy District  
Thursday, January 9 @ 1:30pm – 4:00pm, UYWCD District Office

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## **Purpose of the meeting:**

- Finalize draft strategic plan
- Refine governance recommendations for Board consideration

## **Welcome and preliminaries (1:30-1:45)**

- Approve previous meeting minutes
- Agenda review, confirm today's plan, any outstanding business

## **Refine/adopt Strategic Plan (1:45-3:00)**

- Discuss final edits to draft strategic plan

## **Discuss Governance items and recommendations (3:00-4:15)**

- Review first draft of board governance manual

## **Wrap Up and Action Items (4:15-4:30)**

- Next steps and timeframes

**01/09/2020**

**Table of Contents:**

- 1) 9/30/19 Committee Meeting Minutes
- 2) 10/14/19 Committee Meeting Minutes
- 3) 11/26/19 Committee Meeting Minutes
- 4) Draft Strategic Plan
- 5) Draft Board Governance Manual

# RECORD OF PROCEEDINGS

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING  
SEPTEMBER 30, 2019 1:00 pm  
MOUNTAIN VALLEY BANK COMMUNITY ROOM  
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO**

## MINUTES

Board Governance Committee members present were Directors Ken Brenner, Bob Woodmansee, and Web Jones. General Manager Kevin McBride and Ryan Golten, Consensus Building Institute (facilitator) were also present.

The following agenda was proposed:

### **Purpose of the meeting:**

- Refine strategic plan with input from 9/18 Board meeting
- Clarify status/timeline for staff input on internal planning chart
- ID any governance recommendations for Board consideration at Retreat
- Input on Retreat planning

### **Welcome and preliminaries (1-1:15)**

- Review 9/13 Committee meeting, agenda review, confirm today's plan

### **Strategic Plan – edits, updates and next steps (1:15-2:30)**

- Review latest (9/17) edits and update draft
- Internal planning chart – status of staff edits; integration with budgeting + work plan
- ID any items for discussion/decision-making at Retreat

### **Discuss Governance items and recommendations (2:30-3:30)**

- Discuss/edit/prioritize draft Principles
- ID items (if any) for Retreat
- Next steps for fleshing out and presenting recommendations

### **Retreat check-in (3:30-3:45)**

- Review priority items and quick input from Committee (Ryan will follow up)

### **Wrap Up and Actions Items (3:45-4:00)**

- Next steps and timeframes

*Preliminaries.* Ryan Golten, facilitator, reviewed the purpose and agenda for the meeting.

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**Strategic Plan – edits, updates and next steps.** The Committee revised the draft Strategic Plan based on edits received from Tom Sharp, which were well received. (Most proposed edits were accepted, some with edits or slight amendments. See latest draft, which will be circulated for the 10/14 Committee meeting. The Committee envisions that by the end of the year, the Board will have adopted a strategic plan for the upcoming year, along with a final 2020 budget.

**Discuss Governance items and recommendations.** Ryan will ask Bob Weiss to join the Committee meeting on 10/14 if possible or offer his suggestions for bylaws revisions. Ryan will talk with Bob before that time to review the Committee's governance recommendations from the July meeting (see Draft Governance Principles).

**Retreat check-in.** Kevin and Ken have asked Ryan to facilitate and to develop a draft agenda with input from Board members. For the Retreat, Ryan will work with staff and the Committee to queue up a prioritization exercise, based on what staff sees as key issues on which they need Board guidance. Ryan and Kevin to talk late this week and prioritize areas in which need to clarify Board priorities.

**Determination of future meetings** Committee will meet October 14, 2019 1:00 pm – 4:00 pm, 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.

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Kevin McBride, District Secretary/Manager

Date: \_\_\_\_\_

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING  
OCTOBER 14, 2019 1:00 pm  
MOUNTAIN VALLEY BANK COMMUNITY ROOM  
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO**

## MINUTES

Board Governance Committee members present were Directors Ken Brenner, Bob Woodmansee, and Web Jones. General Manager Kevin McBride and Ryan Golten, Consensus Building Institute (facilitator) were also present.

The following agenda was proposed:

### **Purpose of the meeting:**

- Clarify plan for discussing/refining/adopting DRAFT strategic plan at or after 10/23 retreat (*including hearing from staff at Retreat regarding key strategic questions and how draft plan may affect budget/work plan*)
- Discuss governance recommendations for Board consideration at Retreat

### **Welcome and preliminaries (1-1:15)**

- Adopt past meeting minutes, review 9/30 meeting outcomes
- Agenda review, confirm today's plan

### **Retreat plan for refining/adopting Strategic Plan (1:15-2:15)**

- Review/refine Retreat goals and agenda
- Confirm plan to hear from staff regarding key strategic questions and how draft plan may affect budget/work plan; and subsequent Board discussion
- ID other items for discussion/decision-making at Retreat

### **Discuss Governance items and recommendations (2:15-3:45)**

- Review/refine draft Principles (see 9/3 mtg packet); identify items, if any, to develop into Board recommendation at Retreat (via Bob Weiss or otherwise)
- Other next steps for fleshing out and presenting recommendations (Bob Weiss is generally unavailable on 10/14 but possible he may be able to phone in at end of meeting)

### **Wrap Up and Actions Items (3:45-4:00)**

- Next steps and timeframes

*Preliminaries.* Ryan Golten, facilitator, reviewed the purpose and agenda for the meeting.

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***Retreat plan for refining/adopting Strategic Plan.*** The Committee discussed the suggested edits made by Tom Sharp and revised the document accordingly. (See version shared with full Board for 10/23 Retreat.)

***Discuss Governance items and recommendations.*** The Committee will take up the majority of Governance topics after the Board Retreat. Ryan, Kevin and Ken have talked with Bob Weiss and he will bring proposed bylaws changes, based on Committee suggestions and past Board feedback, to the 10/23 Retreat for full Board consideration. The other governance suggestions, apart from those pertaining to the bylaws, will be considered after the Retreat based on initial language drafted by Ryan based on the Draft 'Governance Principles' considered by the Committee earlier this fall.

***Wrap Up and Actions Items.*** Depending on the Board's input at the Retreat, the Committee will reconvene later this year to finalize the draft Strategic Plan and draft Governance language and/or documents for Board consideration.

***Determination of future meetings.*** No future meetings are currently set. The Committee will wait and take direction from the Board at its 10/23 Retreat.

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

\_\_\_\_\_  
Kevin McBride, District Secretary/Manager

Date: \_\_\_\_\_

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**UPPER YAMPA WATER CONSERVANCY DISTRICT  
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING  
NOVEMBER 26, 2019 1:00 pm  
MOUNTAIN VALLEY BANK COMMUNITY ROOM  
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO**

## MINUTES

Board Governance Committee members present were Directors Ken Brenner, Bob Woodmansee, and Web Jones. General Manager Kevin McBride and Ryan Golten, Consensus Building Institute (facilitator) were also present.

The following agenda was proposed:

Purpose of the meeting:

- Discuss public comments and next steps for finalizing draft strategic plan
- Refine governance recommendations for Board consideration

Welcome and preliminaries (1-1:15)

- Update from CBI on remaining hours/tasks and priorities
- Agenda review, confirm today's plan, any outstanding business

Retreat plan for refining/adopting Strategic Plan (1:15-2:00)

- Plan for reviewing/refining public comments and finalizing draft

Discuss Governance items and recommendations (2:00-3:15)

- Brief review of relevant materials: sample (EVWD) handbook, sample 1-pagers, CBI's 10/31 memo (drawing on 9/3 Principles and past 'governance chart')
- Review comments from 11/20 Board meeting
- Determine next steps for developing governance document

Wrap Up and Actions Items (3:15-3:30)

- Next steps and timeframes

***Preliminaries.*** Ryan Golten, facilitator, reviewed the purpose and agenda for the meeting.

***Retreat plan for refining/adopting Strategic Plan.*** Holly shared the public comments received so far on the draft Strategic Plan. Four comments have been received, with the comment period ending 12/1. The District anticipates comments from the City as well. Some of the feedback relates to operations rather than the strategic plan per se. Regarding several suggestions about word

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choices, the Committee generally agreed to make those word changes and to use consistent terms where possible, for a revised draft that will be presented to the full Board. The Committee agreed that, after all comments are in, Holly and Kevin will take a first stab at integrating the relevant comments, using track changes to highlight potential changes and noting questions for the Committee. Holly will also keep track of suggestions for future outreach and education, and will highlight for the Committee where suggestions have already been incorporated into the internal 'Tasks' document.

After Committee members have closely reviewed the public comments and edited document prepared by staff, the Committee will meet Thursday, January 9, 1:30-3:30pm, with a call-in option. (Holly will facilitate.) The Committee would like the Board to adopt the Plan by February.

Regarding the internal planning ('Tasks') document, the Committee and Kevin agreed it will not be actively distributed but that it is available upon request. Anyone is welcome to weigh in with suggestions at any point. The Committee discussed its value not only as an internal planning tool for staff (which will change throughout the year), but as a tool for staff and Board to communicate about what the staff is doing to realize the District's Goals and Objectives.

***Discuss Governance items and recommendations.*** This discussion constituted the bulk of the meeting.

***Committee plans for 2020 and CBI role/scope.*** CBI is at the end of its contract period and budget. Given the extent of the Committee's work over the past 6 months, what the Committee sees as CBI's valuable facilitation and consultation to the Committee, and the remaining work to be done, the Committee recommended that Kevin extend CBI's contract to shepherd the District through its incorporation of governance updates and adoption of its strategic plan in 2020. CBI will be primarily focused on governance during this time; it will support the District only as requested in finalizing the strategic plan, including addressing any issues that may arise. (The staff will otherwise be the lead for addressing public comments and finalizing the strategic plan.)

The Committee suggested that Ryan work with Bob Weiss to prepare an update to the Committee Charter for full Board review and approval, to extend its work in to 2020. The Committee suggests it be reconvened each year to work with staff and Board to update the strategic plan as needed and/or suggest updates to the staff's internal workplan prior to the following year's budget.

***Determination of future meetings.*** Committee will meet January 9, 2020, 1:30 pm – 3:30 pm, 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.

Date: \_\_\_\_\_

Kevin McBride, District Secretary/Manager



## UPPER YAMPA WATER CONSERVANCY DISTRICT STRATEGIC PLAN

### **Mission Statement**

*To lead water resource management within the District's boundaries by responsibly conserving, protecting, developing, providing and enhancing the water resources of the Upper Yampa River Basin for the benefit of the Basin.*

### **Vision Statement**

*An Upper Yampa River Basin with safe, secure water storage and supply for its customers that benefits all uses in the Basin.*

The Board of Directors believes the District's mission is reflected in the following statements. Some reflect the District's responsibilities and core mission, while others reflect values and opportunities for the District in carrying out its mission. The statements and goals below are not currently listed in order of priority.

The District's mission and goals are also informed by the legislative declaration of the Colorado Water Conservancy Act (the "Act") under which the District was created, in Colo. Rev. Stat. Ann. §37-45-102, as well as relevant recent federal and state mandates, statutes, policies, and regulations.

### **Policy Statements**

1. The District relies on healthy functioning reservoirs, rivers, and streams in the Upper Yampa Basin for its agricultural, environmental, municipal, commercial, industrial, domestic and recreational cultures, and thus, its economic future.
2. The District is committed to serving the public in agricultural, municipal, commercial, domestic and industrial uses, and identifying opportunities to support water-based environmental and recreational values.
3. Climate change will be considered in planning.
4. The District is committed to maintaining the structural and functional integrity and protecting the water rights of the District's Yamcolo and Stagecoach reservoirs.
5. Collaboration in watershed management is important to advancing the District's mission.
6. The District recognizes the critical economic, socio-cultural values, aesthetic, and environmental contributions that ranching and agriculture provide to the Basin.
7. Direct flow and storage water requirements of prudent industrial uses, such as energy development and production, will be considered in planning for the economic welfare of the District.

8. The District recognizes the importance of a long-term municipal water supply in creating a vibrant, diverse, and resilient local economy.
9. The District recognizes that water-based outdoor recreational activities are likewise critical to a thriving and resilient local economy.
10. The District's ability to manage and develop water resources within its boundaries are crucial to safeguarding the Basin's water supply and depend largely upon local land use policies and practices.
11. The District recognizes the importance of science-based water quality programs in maintaining the chemical, physical, biological, and aesthetic integrity of the Basin's reservoirs, rivers, and streams.
12. The District will participate in local and statewide deliberative processes to address climate, environmental, agricultural, social, political, legal, and economic challenges as they affect water resources.
13. The District opposes any new transfers of stream flow or storage water from the Upper Yampa River Basin and its tributaries to other basins.
14. The District will evaluate future water works that may be important to the District's long-term success.
15. As a taxpayer-supported public entity, the District will promote a two-way exchange of ideas and information with our community and constituents regarding the District's programs and priorities.

### **District Goals**

*The goals below collectively represent the District's vision for the future, consistent with the policy statements above. These goals supplement the evolving regulatory compliance activities that form the core of much of the District's work.*

**Goal 1 Protect Upper Yampa Basin water resources and local water uses from trans-basin diversions and Colorado River administration that would adversely impact those uses.**

#### **Objectives**

- 1) Develop District understanding and policies to address Big River issues.
- 2) Prevent out-of-District transfers of water that could have adverse impacts for the District as a whole and its constituents.

**Goal 2 Maintain, or improve as needed, the District's infrastructure to ensure safety and serve the needs of the District.**

**Objectives**

- 1) Ensure sufficient funds to maintain and/or improve our infrastructure.
- 2) Initiate or support efforts to address algae and other water quality issues in Stagecoach Reservoir.
- 3) Ensure integrity and safety of dams.
- 4) Ensure safe work environment for dam operators, employees and visitors.
- 5) Develop long-term capital plan for maintaining Stillwater Ditch if District remains the owner.
- 6) Maintain Stagecoach Reservoir as a public recreation facility.

**Goal 3 Ensure the District is financially sustainable and able to meet its stated goals.**

**Objectives**

- 1) Develop short- and long-term financial planning to support District goals.
- 2) Clarify District's business model, including whether and how tax revenues will be used with respect to contract pricing.

**Goal 4 Protect all in-Basin beneficial vested water uses in the District, consistent with the policy statements above.**

**Objectives**

- 1) Formalize and consider expanding District's grant program.
- 2) Promote District's existing augmentation plans on Yampa and Elk Rivers.
- 3) Explore potential expansion or creation of augmentation plans that aid in protecting the beneficial uses of junior priority water rights not currently within boundaries of the existing augmentation plans.
- 4) Protect productive agricultural water uses in the District.
- 5) Effectively communicate with local municipalities regarding long-term water supplies.
- 6) Enter into appropriate and financially prudent water allotment contracts for District water from Stagecoach Reservoir and/or Yamcolo Reservoir for environmental and recreational beneficial uses.
- 7) Increase flexibility of District's water rights portfolio in order to provide water for environmental and recreational purposes.
- 8) Clarify District policy and role regarding the use of District water to support non-consumptive water uses.

**Goal 5 Represent Upper Yampa Basin water interests at the local, regional and statewide levels on relevant policy, legislative, administrative, regulatory, and judicial matters.**

**Objectives**

- 1) Ensure representation of District interests in local and state matters, including on the IBCC, Basin Roundtable, CWCB and Colorado River District.
- 2) Increase District collaboration with Roundtable members to advocate for Upper Yampa Basin interests.

**Goal 6 Provide adequate water supplies within the District in light of changing climate conditions, population shifts, and other changes.**

**Objectives**

- 1) Maintain and improve District's CDSS hydrology/water rights administration model.
- 2) Increase District's understanding of relevant potential effects of climate change, population growth, and demographics for District planning.
- 3) Increase engagement with District constituents and other Upper Yampa Basin water interests in planning for long-term Yampa Basin water supply and use.
- 4) Expand Board's understanding of relevant issues and trends for District decision-making.

**Goal 7 Promote healthy reservoirs, streams, and watersheds within the District in support of the policy statements above.**

**Objectives**

- 1) Support water quality efforts in the District, and, where relevant, respond to concerns that arise, consistent with District's mission.
- 2) Anticipate potential future role and responsibilities for the District to support water quality in the District.
- 3) Support efforts in the District to improve watershed management and forest health.
- 4) Explore alternative solutions to improve health outside of current legislation.

**Goal 8 Increase understanding of water issues in the Upper Yampa Basin and the role of the District in addressing them.**

**Objectives**

- 1) Increase public understanding of the District's role and activities.
- 2) Improve Board collaboration, participation and representation with other organizations doing water-related work in the Upper Yampa Basin.
- 3) Improve two-way exchange among constituents, stakeholders, Board and staff regarding District priorities and activities.
- 4) Increase local awareness of local water issues and resources.

**Goal 9 Maintain a robust District water rights portfolio.**

**Objectives**

- 1) Maintain and, where appropriate, perfect District's water rights.
- 2) Enhance District involvement/advocacy on water administration matters.
- 3) Evaluate potential and conditional water rights.
- 4) Explore small tributary storage projects within the Upper Yampa Basin.
- 5) Pursue water projects that utilize/perfect Districts water rights and provide water supply for consumptive and non-consumptive purposes.
- 6) Explore increasing flexibility of use for District's stored water rights.

**Goal 10 Ensure robust staff, legal, and administrative resources to enhance District's viability and capacity to effectively serve its constituents.**

**Objectives**

- 1) Begin succession planning where appropriate.
- 2) Regularly review and update Board goals and objectives.
- 3) Clarify District governance structure that promotes interaction, transparency, trust, and *esprit de corp* between Board, General Manager, and staff.
- 4) Improve District organizational structure to maximize effectiveness, collaboration and teamwork.
- 5) Encourage opportunities for professional development.
- 6) Ensure District continues to be represented by competent legal staff.
- 7) Support an engaged and educated Board of Directors.
- 8) Demonstrate commitment to and capacity for public service and engagement with constituents.
- 9) Create an Upper Yampa Basin records and archive repository to catalogue and preserve historic water resources records.



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## PREAMBLE

The mission of the Upper Yampa Water Conservancy District is:

**To lead water resource management within the District’s boundaries by responsibly conserving, protecting, developing, providing and enhancing the water resources of the Upper Yampa River Basin for the benefit of the Basin.**

**In support of District's mission, its Board of Directors has developed and adopted, and will maintain a Board of Director's Handbook. The intent is to educate and continually guide the Board to a high level of strategic success and achievement in accord with best practices. Contained in the Handbook shall be pertinent District information, controlling legislation, rules and regulations having authority, as well as the Court Decree creating the District and the bylaws and local policies enacted by the Board. The Handbook will serve as a resource for directors, staff and the public in determining the manner in which District business is to be conducted.**

The District was formed on the basis that properties within the District would benefit through conservation, development, and stabilization of water supplies for domestic irrigation, power, manufacturing, and other beneficial uses. This led to the construction of Yamcolo Reservoir, located in the Flattops near the headwaters of the Yampa River, in 1980 and Stagecoach Reservoir, located southeast of Steamboat, in 1989. Yamcolo offers 9,621 acre feet of storage, which primarily provides water to agricultural operations in South Routt County. With up to 36,439 acre feet of storage, Stagecoach serves a multitude of water users, including municipalities, industrial use such as energy production, agricultural operations, and recreation including snowmaking. In addition to serving the contractees of Yamcolo and Stagecoach Reservoirs, the District also operates an 800 kW hydroelectric power plant at Stagecoach Dam.

Both Yamcolo and Stagecoach Reservoirs offer a variety of recreational opportunities. While recreation is managed by the National Forest service at Yamcolo and Colorado Parks and Wildlife at Stagecoach, the District owns the facilities including campgrounds, boat ramps, beaches, and walking paths. The District also owns 642 acres of land dedicated to big game habitat and 124 acres of wetlands in addition to an 80-acre Wetland Aquatic Habitat Refuge west of Stagecoach. The District donates approximately \$9,000 annually to Colorado Parks and Wildlife for fish stocking and subsidizes the recreation facilities at Stagecoach. The District also installed a \$275,000 multi-outlet intake structure to provide optimum reservoir release temperatures for trout and multiple fish habitat structures downstream of the dam.

The District is committed to an Upper Yampa River Basin with safe, secure water storage and supply that benefits all uses in the Basin. Persons and entities who contract for allotments of water from the District and residents and property owners within the District generally are entitled to Board members who are fair, ethical, and accountable and who constantly seek to reflect the following qualities in the discharge of their duties:

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- They comply with both the letter and the spirit of the laws and policies affecting operations of the District;
- They are independent, impartial, and fair in their judgment and actions;
- They use their public office for the public good, not for personal gain; and
- They conduct public deliberations and processes openly, unless legally confidential, in an atmosphere of respect, civility and transparency.

To this end, the Upper Yampa Water Conservancy District Board of Directors has adopted this Director's Handbook, along with its Code of Conduct, to encourage public confidence in the integrity of the District and its fair and effective operation. The Board's commitment to these principles is captured in the following Core Values:

1. **Leadership** in the Upper Yampa Basin and regionally in the conservation and development of water resources.
2. **Partnership** with other agencies, stakeholders, and customers to conserve and develop water resources.
3. **Stewardship** of taxpayer dollars and the region's precious water resources.

## **Chapter 1 – Role and Authority**

### **Role of the Board**

The primary role of the Board is to establish policies that guide the District to meet its mission. The policy decisions and actions of the Board constitute the "action" of the Board of Directors.

The Board has three (3) major responsibilities:

1. Promote the best interests of the District's constituents and stakeholders by establishing policies that support the vision and mission of the District and by ensuring the implementation of those policies. Policies include the governing principles, strategic plans, and course of action for the organization. Policy-making is the process of visionary planning and should reflect the



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broadest possible principles and provide parameters within which staff can operate. Policy-making sets the overall direction for the District.

2. The Board shall establish policies that ensure fiscal stability and the effective use of funds. In order to achieve this, each fiscal year the Board adopts a budget covering the anticipated revenues and expenditures of the District and reviews budget reports throughout the year. Additionally, from time to time, the Board reviews and/or adopts amendments to the District's cash reserve, investment, and other policies as necessary.

3. Hire a General Manager to manage the day-to-day operations of the District. The Board holds the General Manager accountable for the effective operational management of the District. An additional responsibility of the Board is to properly evaluate the General Manager on an annual basis.

In order to fulfill these responsibilities, the Board shall adhere to the following basic policy guidelines:

1. That the Board of Directors provides policy direction and leadership for the District.
2. That Board members recognize and respect the distinction between the policy setting role and the day-to-day implementation of policy by staff.
3. That it is the responsibility of the Board (from a policy perspective) to ensure that the District is an innovative, and well-managed agency.
4. That the Board exercises authority only collectively as a Board, and individual Board members shall not establish policy on their own volition.
5. That the Board understands and provides leadership in regional, state, and national issues affecting the operations of the District.
6. That the Board respects the role of constituents in the governance of the District, and encourages their participation.
7. That key stakeholders should be consulted when and where appropriate.
8. That Board members represent the District in business related matters at meetings and events other than regular meetings of the Board.
9. That the Board maintains a high level of communication with the General Manager. When a Board member is going to be out of town or unavailable for a Board meeting or other function involving the Board, the District staff is notified in a timely manner.
10. All Board members are provided the same information, where practical, including staff reports, committee agendas, customer inquiries, background information, etc.
11. That the Board is responsible for informing the General Manager of any specific information they want to receive from outside agencies, organizations and other sources.

12. That the Board is aware that all written and electronic documentation and communication is legally considered in the public domain. This excludes information protected by attorney-client privilege.

### **Authority**

The Upper Yampa Water Conservancy District was formed in 1966 to provide legal authority to plan and construct water conservation projects in the Yampa Valley. The petition for organization was filed on December 21, 1965 under the Water Conservancy Act of the State of Colorado. In March of 1966, the district boundaries were established to encompass portions of Routt and Moffatt Counties. The District is divided into three divisions: Division 1 (Hayden area), Division 2 (Steamboat Springs area), and Division 3 (Oak Creek/Yampa area). Upon formation, it was proposed that the Board of Directors be comprised of three directors from each division. The nine members of the Board of Directors are appointed by the Colorado Water Division Six Water Judge to serve staggered four-year terms. The Board is vested with authority to employ and set terms and conditions for employment of the General Manager of the District, but the General Manager has management authority over subordinate employees.

In order for a Board of Directors to function in an effective manner, it is important that each member understand his/her respective role and the relationship they have to other members of the Board and to the General Manager. This also requires an understanding of the level of performance required to carry out the duties of a Board Member. The officers of the Board of Directors include the President and Vice-President. The General Manager serves ex officio as Secretary/Treasurer of the District. Officers of the District are elected annually by the Board.

## **Chapter 2 – Board Member Interaction**

When the members of the District Board are appointed, there is an expectation that they will bring a body of personal experience, knowledge and judgment to the development of good public policies. However, there is also an expectation that each individual will strive to work with fellow Board members and District staff as part of a team to address the various challenges and opportunities that are presented to them. The following represents Board member “best practices” for interacting with each other.

1. Board members are representatives of the District's culture and values its stakeholders and constituents at all times.
2. Relationships between Board members are informal and always professional.

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4. Board members are aware of the rules governing communication among fellow Board members in compliance with mandated CORA requirements. This includes communications by electronic, written and verbal methods.
5. Board members lead by example in their interaction and communication style and practice.
6. Board members function as a team and are not exclusive in their communication and interaction.
7. To the extent possible, Board members will be cooperative in supporting each other.
8. Personal attacks against fellow Board members or staff are not representative of a

## **Chapter 3 – Staff Interaction**

The District will function efficiently when there collaborative effort between the Board of Directors and those individuals employed to execute the District's day-to-day operations. The Board's relationship and interaction with its professional staff must be carefully cultivated and nurtured at all times.

### **The Board's Relationship with the General Manager.**

One of the most vital relationships the District Board has is between itself and its General Manager. The General Manager is the primary agent of the Board and is the one to whom the Board delegates authority to manage and administer the District's daily operations in accordance with approved policies. This position is important because to be successful, the District requires leadership and vision from its General Manager. In this capacity, the General Manager has two roles: chief executive officer and top advisor to the Board. As the most visible employee, the General Manager truly represents the District to its stakeholders and constituents.

Much of the District's success will be dependent upon a positive relationship between the Board and its General Manager. Paradoxically, the leadership nature of both parties means that this relationship will likely create some inherent tensions; a strong Board and a strong General Manager will not always agree on every issue. However, both must consciously focus on maintaining a shared sense of purpose, open communication, honesty, trust and mutual support. While the General Manager is hired to carry out Board policy directives, the Board also looks to him/her for guidance and leadership.

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One of the most important decisions a Board will make is the selection of a General Manager in whom they have confidence. The Board must be able to support the decisions of the General Manager and grant him/her the authority to manage and lead the District. This is critical for building the General Manager credibility with the staff and the community. Both parties should endeavor to publicly support each other.

It is the General Manager's responsibility to ensure that the Board members have all the information they need to make Board-level decisions and that all Board members are provided the same information. Board members expect the General Manager to make a recommendation on issues before the Board, except those that are strictly reserved to the Board or which are legal matters within the responsibility of the District's legal counsel.

The following are guidelines are intended to help define the relationship between the Board and the General Manager:

1. The General Manager prepares annual goals and a work plan which is approved by the Board of Directors as a part of a formal performance review process.
2. The Board of Directors will provide the General Manager with a written evaluation annually.
3. Board members are encouraged to contact the General Manger about any subject related to the operations of the District and are free to make suggestions to the General Manger concerning District operations. Similarly, the General Manger may discuss any District related issue with any member of the Board of Directors.
4. Concerns regarding overall District operations or specific department issues or department heads are addressed with the General Manager.
5. Critical information will be provided to all members of the Board by the General Manager, which feedback may be verbal, written, or electronic in nature.
6. The General Manager handles interdepartmental issues.
7. The General Manager shall advise the Board of Directors when he/she is out of the office for an extended period of time and shall designate the individual who shall be acting General Manager during that time.

### **Request for Staff Resources**

Individual Board member requests for research by staff must be directed to the General Manager, or the District's legal counsel regarding legal matters. If, in the judgment of the General

Manager, a significant amount of time will be required to complete the requested task/project, the item may be agendaized to solicit Board authorization to expend the additional time necessary on the proposed item. Staff responses to Board member requests will be distributed to all Board Members.

### **Interactions with Staff**

District staff serves the entire Board of Directors as a whole. Consequently, the Board should adhere to the following guidelines in its interaction with the staff:

1. A Board member shall not direct staff to initiate any action, change a course of action, or prepare any report without the approval of the General Manager and, if necessary, a majority of the Board, but Board members may make inquiries to staff about District operations and other matters.
2. Board members shall not attempt to pressure or influence staff discussions, recommendations, workloads, schedules, or priorities.
3. When preparing for Board meetings, Board members should direct questions ahead of time to the General Manager so that staff can provide the desired information at the Board meeting.
4. Any concerns by a member of the Board regarding the behavior or work of a District employee should be directed to the General Manager privately to ensure that the concern is addressed. Board members shall not reprimand employees directly nor should they communicate their concerns about individual staff members to anyone other than the General Manager.
5. Soliciting political support from staff (e.g., financial contributions, display of posters or lawn signs, name on support list, etc.) is prohibited. District staff may, as private citizens with constitutional rights, support political candidates, but all such activities must be done away from the workplace and may not be conducted while on the job.

## **Chapter 4 – Governance**

The orderly conduct of District business is guided by certain rules, regulations and procedures that are intended to afford equal opportunity for input on policy-making decisions to both Board

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members and the public. While many governance guidelines are embodied in State law, others are subject to Board discretion.

### Election of Officers

The President and Vice President of the Board will be elected annually by the members of the Board. The election will be held at the first regular meeting in January of each year. The General Manager is the ex officio Secretary/Treasurer

### Roles of the President and Vice President of the Board of Directors

1. The President of the Board of Directors is selected annually for a 1-year term,.
2. The President of the Board is selected by the Board of Directors. In addition to the duties of the President described below, the President presides at all Board of Directors meetings, makes rulings on procedural points of order, and should keep meetings on track and productive. The President should encourage open discussion and allow all members the opportunity to express their views. The President should lead and guide the Board of Directors and provide a stabilizing influence and bring out the best in all members. The President makes declarations, extends official recognition of groups or events, and regularly communicates with the General Manager. **The President** consults with the General Manager on the preparation of the tentative agenda for Board meetings.
3. The Vice President remains as one member of the Board and has no rights or authority different from any other member of the Board. However, in the event of a temporary absence of the President, or an early vacancy in the position of President, the Vice President shall become the President and shall continue as such until the President's temporary absence is complete or for the remaining portion of the outgoing President's term as President.
4. The President is normally the designated spokesperson for the Board of Directors when requests are made from external sources unless another Board or staff member is designated for this purpose by the Board.
5. The President acts as the signatory on all documents requiring the Board's execution. The Vice President may do so in the President's absence.

### **Meeting Schedule and Location**

The regular monthly meeting of the Board of Directors will be held in accordance with a meeting schedule approved by the Board at the November Board meeting of the prior year for the

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upcoming year. Currently, most (but not all) regular Board meetings are held on the second Wednesday of each month commencing at 1:30 pm in the upstairs conference room known as the Mountain Valley Bank Community Meeting Room, 2220 Curve Plaza, Suite 201, Steamboat Springs, Routt County, Colorado. Lunch is normally served before the meeting starting at 1PM. In recent years the Board has held a day long Board retreat in October in lieu of the October Board meeting. Special meetings are called from time to time in accordance with the Bylaws.

### Quorum Requirements

Five members of the Board are a quorum for the transaction of business.

### Board Meeting Protocol

1. All noticed meetings of the Board of Directors shall be conducted in accordance with the Bylaws using Roberts Rules of Order. Robert's Rules provide for constructive and democratic meetings and are intended to help, not hinder, the business of the Board. Normally, meetings are informal in nature and "undue strictness" in meeting procedure is not allowed to intimidate or limit full participation.
2. The General Manager is responsible for setting the agenda for the meetings of the Board. Any member of the Board may request that an item be placed on the agenda through notification to the General Manager and President.
3. Public input is normally accepted on all agenda items and time on the agenda is set aside for general public comment on items not on the agenda.
4. The Board shall treat members of the public with courtesy and respect.
5. The minutes of the Board meetings are distributed to Board members in advance of the next meeting and normally approved with corrections, if any, at the next regular Board meeting.
6. The tentative agenda for the next Board meeting is proposed by the General Manger in consultation with the President and approved as an agenda item at each meeting.
7. The General Manager meets with the President and/or Vice President prior to the Board meetings to review and prepare for the upcoming meeting.
8. At the direction of the General Manager, department heads or appropriate departmental managers will be present at every meeting if they have an item on the agenda.

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9. The Board of Directors 'Report portion of the Agenda shall be utilized for members of the Board to provide brief reports on matters of interest to the Board including meetings attended in their capacity as Board members.

#### Consent Calendar

1. The District utilizes a Consent Calendar to approve routine business matters, such as approval of minutes, certain financial reports, some resolutions, and previously approved budgetary items. Items may be pulled from the consent agenda by any Board member.

2. If a Board member has a question on a Consent Calendar item, they are encouraged to contact the General Manager for clarification prior to the official meeting, rather than having it pulled for separate discussion during the meeting.

#### Voting

A majority of all members of the Board present at a meeting will be required to approve any resolution, motion or other action, unless a different voting requirement to approve a particular action is specified under State law. Each Board member may speak on any item prior to the vote being held.

#### Executive Sessions

Executive sessions may be held in accordance with

II closed session discussions and materials are considered legal and confidential information, and as such, are not shared outside the closed Session Conference unless specific action is taken, and then must be reported out of Closed Session.

2. Closed session staff reports are to be returned to the General Manager/CEO and/or District counsel immediately following the meeting. Electronic copies of the reports will not be provided to the Board.

3. Closed Session meetings may be held at times other than the regular meetings of the Board of Directors so long as the meeting is posted pursuant to the prevailing open meeting or Brown Act rules.

4. A Board Member should refer a request for information regarding a closed session item to the General Manager/CEO who in concert with the District's legal counsel, will prepare an appropriate response.

## **Chapter 5 – Public Interaction**



As a public body, it is important for the District Board of Directors to establish a working environment that encourages public participation and trust. During their service, Board members will have a wide range of interactions with the public including written communication (i.e., letters, email, etc.), social media, phone calls, face-to-face, social functions, regular and special Board meetings, etc. The following guidelines represent Board member “best practices” for interacting with the public.

### **Concerns and Complaints**

1. All concerns and inquiries from the public shall be initially referred to the General Manager.
2. The General Manager or his designee will provide the Board with a written or verbal report of customer concern or inquiry that cannot be handled as a routine manner. The Board will also be provided with a response to the concern or inquiry.
3. The Board will be informed of significant, politically sensitive, urgent and/ or repetitive telephone or electronic communication inquiries. Staff will research the request as soon as possible, and provide the General Manager with the appropriate follow-up and response. The General Manager will review the communication prior to dissemination to the Board.
4. Copies of any written or electronic responses to customer concerns provided by a member of the Board shall be provided to the other members of the Board of Directors as well.
5. Information that may expose the District to liability will be shared with the Board at a noticed, executive session meeting of the Board of Directors as allowed by applicable law.

### **Public Input on the Agenda**

1. The Board President is responsible for maintaining an orderly progression of the business before the Board, and to the extent possible regulates the amount and type of input from the public and from members of the Board and staff.
2. Generally, Board members will not respond to public comments during the public input portion of the agenda except to refer matters to the General Manager for follow-up. Board members may ask clarifying questions to ensure that staff provides an appropriate response. Occasionally, a prompt response may be offered by the President or the General Manager when an obvious answer or resolution is available. The Board will not enter into a debate or make decisions in response to public comments that are not on the agenda for consideration.
3. Normally public comment will be allowed on any item scheduled for consideration by the Board. .

## **Representing an Official District Position**

In order to ensure that they are properly representing the position of the District on policy matters, Board members should adhere to the following guidelines:

1. Board members may use their title only when conducting official District business, for information purposes, or as an indication of background and expertise.
2. Once the Board of Directors has taken a position on an issue, all official District correspondence regarding that issue will reflect the Board's adopted position.
3. In most instances, the Board will authorize the Chair of the Board to send letters stating the District's official position on policy issues including proposed legislation.
4. No Board member shall attend a meeting of any outside agency or organization (including Representative Assignments) as an official representative of the District without prior Board authorization. Meetings of outside agencies and organizations that are included on the District's list of Representative Assignments are to be attended by the designated Board member and/or alternate. If the designated Board member and/or alternate cannot attend an assigned meeting, a duly appointed substitute may attend on their behalf.
5. If a member of the Board appears before or otherwise participates in a meeting of another governmental agency or organization, non-profit entity to give a statement on an issue affecting the District, the Board member shall support the majority position and opinion of the Board.
6. Personal opinions and comments that may be contrary to adopted policy may be expressed only if the Board member clarifies that these statements do not reflect the official position of the Board or the District.
7. Board members should exercise caution when utilizing the news media, social media or other forms of communications to specifically express views which are in opposition to adopted Board policy.

When two Board members are authorized by the Board to attend a meeting as the District's Open Meetings violations, unless the meeting is properly noticed as a public meeting of the District.

## **Chapter 6 – Director's Code of Conduct**

In order to promote the public's trust in Board policies and to ensure the most effective and efficient delivery of District services, members of the Board shall abide by the following Director's Code of Conduct:

1. Board members shall refrain from abusive conduct, personal charges, or verbal attacks upon the character or motives of other members of the Board, committees, staff, or the public.
2. Board members duties shall be performed in accordance with the processes and rules of order established by the Board.
3. Communication between Board members, including electronic, verbal and written, shall comply with CORA.
4. Board members shall inform themselves on public issues, listen attentively to public discussions before the body, and focus on the business at hand.
5. Board decisions shall be based upon the merits and substance of the matter at hand.
6. Board members shall represent the official policies and positions of the Board when acting in their official capacity. When presenting their personal opinions or positions publicly, members shall explicitly state they do not represent the Board or the District.
7. Board members shall respect and preserve the confidentiality of information provided to them concerning the confidential matters of the District. They must neither disclose confidential information without proper legal authorization nor use such information to advance or adversely affect the personal, financial, or private interests of themselves or others.
8. It is the responsibility of Board members to publicly share substantive information that is relevant to a matter under consideration that they have received from sources outside of the public decision-making process with all other Board members and the public prior to taking action on the matter.
9. Appropriate District staff should be given the opportunity to participate when Board members meet with officials from other agencies and jurisdictions to ensure proper staff support as needed and to keep the General Manager informed.
10. Board members shall not attend internal staff meetings or meetings between District staff and third parties without prior notice to the General Manager.
11. Board members shall disclose to the appropriate authorities and/or to the Board any behavior or activity involving the District that may qualify as corruption, abuse, fraud, bribery or other violation of the law.
12. Board members, by virtue of their public office, shall not take advantage of services or opportunities for personal gain that are not available to the public in general. They shall not accept gifts, favors or promises of future benefits that might compromise their independence of judgment or action or give the appearance of being compromised. Likewise, Board members shall not appear on behalf of, or advocate for, the private interests of a third-party before the Board.

## **Conflict of Interest**

District directors, officers and staff shall comply with the Colorado Code of Ethics law which is codified at C.R.S. § 24-18-101 et seq., and C.R.S. § 18-8-308 concerning disclosure of conflicts of interest as amended from time to time. At times Directors may be associated with other entities which have interests which are adverse to the interests of the District. Such Directors shall not disclose or use confidential information received as a District director contrary to the District's interests without approval of the Board. If a District director acts or intends to act for another entity on a matter in which there are or reasonably are expected to be adverse interests between that entity and the District, he/she shall recuse himself/herself from participating in the District's confidential discussions of that matter and decline to receive confidential District information about that matter. Such director also shall not vote on Board actions affecting the matter. In such a situation, the director shall promptly notify the District's General Counsel, or General Manager of his/her decision or intention to act on behalf of the adverse or potentially adverse entity, and General Counsel, and the General Manager thereafter shall not provide confidential information to such director about the matter.

## **Handling of Legal Matters**

The Board appoints the District's general and special counsel to provide a wide range of professional legal services, assistance, and legal advice to the Board of Directors, General Manager and all District departments.

1. The following guidelines shall be employed by Board members when dealing with legal and/or other confidential matters:
  - a. All written materials and verbal information provided to Board members on matters that are confidential and/or privileged under State law shall be kept in complete confidence to ensure that the District's position is not compromised. No disclosure or mention of any information in these materials may be made to anyone other than Board members, the General Manager or the District's legal counsel.
  - b. Paper copies of confidential materials provided in preparation for and during Executive Sessions or at other times shall be returned to staff at the conclusion of the Executive Session. Electronic copies shall be kept confidential and not printed out or forwarded in a manner that risks inadvertent release to persons not entitled to such materials or waiver of the attorney-client privilege.
  - c. Board members may not request confidential written information from staff that is not to all Board members.

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