

# RECORD OF PROCEEDINGS

---

---

## UPPER YAMPA WATER CONSERVANCY DISTRICT BOARD GOVERNANCE COMMITTEE MEETING THURSDAY, JUNE 3, 2021 (9:00 AM)

### ONLINE MEETING:

[HTTPS://ZOOM.US/J/93583327998?pwd=BMPZOWE4AXNnL2pHRMNYUTBLYNPTDZ09](https://zoom.us/j/93583327998?pwd=BMPZOWE4AXNnL2pHRMNYUTBLYNPTDZ09)

### MINUTES

Chairman Ken Brenner called the meeting to order and declared a quorum present. In addition to Chairman Brenner, the Committee Members present were Jim Haskins, Webster Jones and Nicole Seltzer. General Manager Andy Rossi and Business Manager Deb Bastian were also present.

This meeting was held entirely 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) **9:00 AM** Establishment of Quorum and Call to Order
- (2) **9:00 AM** Approval of Agenda for Meeting **Action item**
- (3) **9:05 AM** 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.
- (4) **9:10 AM** Governance Manual/Policies Review – link to Strategic Plan approved at January 15, 2020, BOD meeting: [http://www.upperyampawater.com/wp-content/uploads/Strategic-Plan\\_Adopted-1\\_15\\_2020.pdf](http://www.upperyampawater.com/wp-content/uploads/Strategic-Plan_Adopted-1_15_2020.pdf)
- (5) **11:00 AM** Adjournment.

Chairman Brenner established a quorum and called the meeting to order at 9:05 AM.

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

**Public Input and Comment.** Chairman Brenner invited members of the public to comment on items not otherwise scheduled on the agenda. There were no members of the public present.

**Governance Manual/Policies Review.** Chairman Brenner commented that the goal for today is to review the document and identify areas for updating and for General Counsel review. The document would then be presented to the full Board.

## RECORD OF PROCEEDINGS

---

The Committee reviewed the document and noted the following areas for revision and further consideration:

- **District Background** – Page 3 – update the list of water users and revised the statement “In 2012, the District partnered with the Colorado Water Trust...” to clarify, historically, when the uses started and to be more reflective of where the District is today.
- **Relevant Legal Authority** – Page 3 – Requested General Counsel Weiss review and to determine if the policy on electronic meetings needs to be included in this section.
- **Chapter 1 – Role and Authority**
  - Role of the Board
    - The Governance Committee will address how the Strategic Plan is updated and reported to the Board.
    - Develop a mechanism to solicit and collect input to be sure the District is promoting the best interests of its constituents/stakeholders.
- **Chapter 2 – Board Interactions with General Manager, Counsel and Staff**
  - The Board’s Relationship with the General Manager – Item #4 – The Committee, with the guidance of the General Counsel, will consider implementing a standardized review process for the General Manager.
- **Chapter 3 – Board Governance**
  - Board Meeting Schedule and Location – Consider amending the section to reflect the general annual meeting schedule and the parameters to offering a hybrid system of in person and online participation for meetings.
  - Board Meeting Structure
    - Add “**Strategic Plan Update**” item to the agenda list.
    - Provide a specific definition of what “**Consent Agenda**” means.
  - Electronic Communications – General Counsel Weiss will be requested to review this section.
- **Chapter 4 – Board Interactions with the Public**
  - Engaging the Public in General – The Committee discussed the importance of the Board’s culture and how Board members will be held accountable for their actions when engaging with the public. It was suggested that language be added to the bottom of Page 9 to express the importance of decorum, being polite, etc.
  - Representing the District Outside of Board Meetings – General Manager Rossi stated that Board members can refer members of the public to contact him with any questions or information on District positions. Chairman Brenner requested General Manager Rossi to develop language regarding his statement to be included in this section.
- **Chapter 6 – District Liability and Insurance Issues** – The Committee will request the General Counsel review this section.

General Manager Rossi asked the Committee to consider how involved the Board wants to be with certain minor items that staff has been provided the authority to act on behalf of the Board, such as an approved grant programs, augmentation plans or scholarships. General Manager Rossi suggested that the delegation of authority from the Board to staff be reviewed annually as part of the Strategic Plan review. Chairman Brenner stated that the Board Governance Committee is the core group that should review the Strategic Plan and grant program criteria developed by staff to make recommendations to bring to the full Board. It was further recommended that language be added to the Agenda to encourage Board members and the public to contact the General Manager with questions prior to the meeting.

The Committee discussed the next steps and requested staff prepare a summary of the topics that the Committee wants to further discuss. Also, staff will prepare edits based on today’s discussions and provide the edited

## RECORD OF PROCEEDINGS

---

---

version to General Counsel Weiss for review. The Committee will review the edited document at the next meeting on August 18, 2021.

Director Haskins moved to adjourn the meeting at 11:04 AM. Director Jones seconded the motion. Directors Brenner, Haskins and Jones voted in favor. Director Seltzer was no longer present at the meeting. The motion passed.

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: \_\_\_\_\_



