

## **Governance Committee Meeting**

April 8, 2022 9:00 am

Virtual meeting via Zoom

Present:

Managers: David Ziegler, President  
Larry Koch, Vice President

Staff: Terry Jeffery, Interim Administrator  
Louis Smith, Attorney, Smith Partners  
Amy Bakkum, Office Administrator

### **Call to Order**

The regular governance meeting was called to order by President Ziegler at 9:00 am. The meeting was held via Zoom.

### **Approval of the Agenda**

Manager Koch provided a tentative agenda which was shared via the screen to all present. President Ziegler was in agreement to adopt the tentative agenda as the meeting's agenda. Before proceeding, Attorney Smith announced that he was working under a time constraint and would have to excuse himself at 9:45 am. President Ziegler noted that while he didn't see a data practices item on the agenda, he asked Attorney Smith whether other watershed district governance manuals require that requested data come in a certain format. President Ziegler inquired whether any statute describes how data related to data practices act requests has to be shared. Attorney Smith described details that statute does speak to, but noted that generally speaking, a data requester does not have a right to the data in a certain format other than the data type maintained by the government agency.

### **Reading and approval of minutes of last meeting**

Both President Ziegler and Manager Koch noted that they already read the minutes of the last governance meeting. Manager Koch moved to waive the reading of the minutes and approve them. President Ziegler agreed to waive the reading and to approve the March 4<sup>th</sup> governance committee meeting minutes.

### **Discussion of April 6, 2022 Board of Managers Meeting**

President Ziegler discussed the logistics of how best to disseminate a copy of the governance manual to gather feedback from the managers, staff, and the public and which body to gather input from first so as to most efficiently use everyone's time. Manager Koch expressed that letting Interim Administrator Jeffery decide how best to gather input from staff would be most

efficient as Interim Administrator Jeffery is more aware of the demands on day-to-day staff time. In regard to public feedback, Manager Koch expressed that during the previous meeting it did not seem that the consensus was to gather public feedback beyond posting to the website. He wondered whether it would be better to have staff review the manual first before soliciting further input and was curious as to Interim Administrator Jeffery's feedback. Interim Administrator Jeffery expressed that the tasks assigned to staff do not appear overwhelming as the governance committee themselves will be taking on much of the work as well. He does not feel that it will be an issue for staff to provide revisions and that he can provide monthly updates at governance committee meetings. Regarding public input, Interim Administrator Jeffery recommended that perhaps the CAC could stand in as a surrogate for public comment should the managers so decide. President Ziegler expressed agreement that CAC involvement makes sense though they wouldn't necessarily be on the same timeline. President Ziegler described his experience reviewing other watershed district's governance manuals—he found Nine Mile Creek Watershed District's manual to be very similar to RPBCWD's and that Minnehaha Creek Watershed District's manual was very detailed apart from the fiscal procedures which were similar to RPBCWD's. Attorney Smith noted that MCWD's manual was the product of a consultant hired roughly fifteen years ago and the detail seen by President Ziegler is reflection of this.

Manager Koch expressed that CAC input to the governance manual would be very important and that while it wouldn't be mandatory, it is a good idea to solicit their comments. Manager Koch noted that he would look at the two manuals referenced by President Ziegler. Interim Administrator Jeffery asked whether the governance committee would like the CAC to review the manual as individual members of the community or as one body. Manager Koch expressed that he is comfortable with either approach. President Ziegler expressed that individual input may be more valuable since gathering a single, united perspective might be challenging if not all members are necessarily interested. Interim Administrator Jeffery said he will go to the CAC with the request and come back at the next governance committee meeting with any updates.

### **Website**

Interim Administrator Jeffery said that he will direct staff to mock-up a governance committee page and others to gather the managers' feedback before the website goes live. He requested that Managers Ziegler and Koch consider what they might like on the governance committee page but that he will be back in front of them with the mock-up at a future meeting.

### **OneDrive folders**

Manager Koch wondered about whether OneDrive folders are linked to the website and how files are currently linked. Staff Bakkum explained that the website has its own filing system such that files are uploaded there and the website does not rely on OneDrive folders. Manager Koch expressed that OneDrive folders on the website would be less secure but that he is curious about how files could be uploaded into online folders. Interim Administrator Jeffery suggested that SharePoint could be utilized for this purpose as it is not linked to any one individual's account. He would like to be able to have more options for file sharing amongst staff and the

governance committee but expressed concerns about the open meeting laws and its potential impacts on this. Attorney Smith commented that a shared folder in which members can access and review existing documents is fine. Rather, he commented that creating a dialogue amongst members via edits in a shared document would be a concern. This could be avoided by a closed system in which managers could submit comments to the District Administrator but managers could not see one another's comments. Manager Koch clarified and reiterated these comments and suggested that perhaps Interim Administrator Jeffery could educate them further on SharePoint to see if it is a viable option for file sharing. Manager Koch suggested that Interim Administrator Jeffery and Attorney Smith discuss what option/s might be most efficient yet remain within the law. Interim Administrator Jeffery said he would work with Attorney Smith to find the best outcome and either send the committee a link to files or present something at the next committee meeting.

### **Governance Manual review—next steps**

Manager Koch feels that this item had been covered by previous discussion-- Interim Administrator Jeffery will determine how best to approach staff, the CAC will be notified that their individual and/or collective review and comment is welcome and requested, and that ideally all comments will be shared with the governance committee. President Ziegler agreed and added that he thinks it best to share with the board that the comment period is open. Interim Administrator Jeffery offered that he could attempt to have staff comments available by the next governance committee meeting. Manager Koch responded that a deadline of the end of the summer for comments would be fine as he doesn't want staff to feel pressured. Interim Administrator Jeffery said he would aim for late summer and that he would like to go into 2023 with any new manual. President Ziegler agreed that this timeline will allow for flexibility. Interim Administrator Jeffery suggested the managers consider whether a spreadsheet containing all comments along with the response to them would be worth creating. Manager Koch offered to create such a table, depending on the number of comments, but that it can be further explored in the future.

### **VP Koch's memo**

A memo created by Vice President Koch was shared on screen which listed key issues that he would like to discuss in the revision of the governance manual. First, Manager Koch addressed the review and approval of minutes of meetings. Manager Koch described the past procedure which had been used whereby minutes were received a week or so after the board meeting, managers provided feedback, and that feedback was collated into the draft placed in the board packet. This way, Manager Koch noted, the managers take less time in the meeting going over suggested changes. Next, Manager Koch spoke to the issue of agenda setting. He disagrees with the process laid out in the 2020 manual and spoke about a possible time limit on submitting items for the agenda. All submitted items would be part of a tentative agenda and then at the beginning of the meeting, the managers can decide whether or not to take those items up. He spoke further about how attached resolutions to these items would provide information to the managers that they otherwise would not have. Next, Manager Koch spoke to the inclusion of resolutions and memos in the board packet. He applauded staff on the recent inclusion of several resolutions and memos which he finds very helpful. He would like to confirm the

process regarding resolutions and memos. Regarding data practices act requests, Manager Koch supported the idea of exploring a process through which to address these requests. Interim Administrator Jeffery commented that as the District has a data practices act request form in its governance manual, this form could be made fillable and placed on the website. A filled out online form would automatically be sent to Interim Administrator Jeffery and then delegated as necessary. Manager Koch likes the idea of a log process and would like to see a fleshed -out policy though he is concerned about whether we are able to require people fill out a specific form in order to obtain the requested information. He recommends discussing this issue with Attorney Smith to be certain. Next, Manager Koch addressed the issue of fiscal policies. Manager Koch expressed that he does not feel that the audit properly reflected the fiscal policies that have been adopted. He feels it is important to create and adopt fiscal policies. President Ziegler asked if this could be done internally or if an outside consultant may be necessary. Manager Koch noted that he thought that his markups to the audit had been circulated to the accountant and auditor for feedback but, to his knowledge, this had not been done. He agreed with President Ziegler that it is important for experts to review the suggested fiscal policies. Interim Administrator Jeffery mentioned that Manager Koch should forward his comments to him again as he has a meeting with the auditor in the near future and that Interim Administrator Jeffery can report back regarding any discussion of the fiscal policies. Next, Manager Koch spoke to the governance of the standing committees. He noted that he would like to see more templates or structure so that the operation of the committees is less ad-hoc. He expressed that this may be especially important for the CAC where there is more potential for turnover.

### **Member Report**

Neither President Ziegler nor Manager Koch had anything to add regarding this item.

### **Next meeting: How to handle continuances of BOM meetings?**

Manager Koch wanted to clarify that the regular governance committee meeting will take place the Friday after the regularly occurring monthly board meeting and not after any continuances of the regular meeting. Interim Administrator Jeffery commented that he has been giving more thought to the idea of twice monthly regular board meetings wherein one meeting is dedicated solely to a workshop or discussion and the other is a business meeting where action is taken. Manager Koch was not opposed to the idea and would like to see it fleshed out and addressed. President Ziegler agreed and noted that he would like to see this item on the agenda for the next regular board meeting. There was discussion amongst the committee and Interim Administrator Jeffery regarding the benefits of virtual meetings and how such meetings would make attending twice monthly meetings easier for everyone. Manager Koch noted that even if in-person meetings are resumed, he would be in favor of a hybrid model wherein the in-person meeting is streamed and available to be joined by others online.

### **Adjournment/Continuance**

The meeting adjourned at 10:18 am.