

## **Governance Committee Special Meeting**

March 4, 2022 9:00 am

Virtual meeting via Zoom

Present:

Managers: David Ziegler, President  
Larry Koch, Vice President

Staff: Scott Sobiech, Temporary Interim Administrator, Barr Engineering  
Louis Smith, Attorney, Smith Partners  
Amy Bakkum, Office Administrator  
Liz Forbes, Grant Program Coordinator

### **Agenda for the Special Meeting posted as:**

1. Discussion of October 2020 governance manual and any issues surrounding its adoption
2. Consideration of what platform might be best to solicit, review, and compile feedback throughout the revision process
3. Consider for approval a letter to solicit input from staff, managers, consultants, and the public
4. Consider schedule of regular meetings
5. Begin review of proposed changes to October 2020 governance manual

#### **1. Discussion of October 2020 governance manual and any issues surrounding its adoption**

President Ziegler prompted Attorney Smith for his insight as was requested at the prior governance meeting. Attorney Smith brought forward the following notes regarding the adoption of the October 2020 governance manual: The adoption of the governance manual had been listed on the agenda for the October 7, 2020 regular board meeting. Due to the late hour, the October 7<sup>th</sup> meeting was adjourned and the item to adopt the governance manual laid over to an upcoming special meeting. That date of that meeting was, as can be recalled by Attorney Smith, determined via a poll taken amongst the managers and decided as October 14<sup>th</sup> and noticed as such. Manager Koch was unavailable at that time. At the October 14<sup>th</sup> meeting, the governance manual was discussed by the managers present and further changes were proposed by Manager Crafton. Attorney Smith recommended that the only changes to be considered at that time were the ones already in front of the managers as those had been sufficiently noticed for 30 days. Manager Crafton's proposed changes could be considered at a

later time. The governance manual was then adopted by the managers present with a vote of 4-0.

Attorney Smith also spoke to whether the October 2020 governance manual had been sent and filed with the state auditor's office upon its adoption. Attorney Smith recalled that a number of formatting issues existed within the document and staff intended to resolve these before official submittal to the state auditor. These changes did not occur and so while the document had been adopted, it was not filed with the state auditor at that time. Recently, Attorney Smith corrected the formatting errors of the October 2020 manual, submitted it to the state auditor, and received their acknowledgement of submittal.

Attorney Smith confirmed that the governance manual was adopted in October 2020, has been filed with the state auditor, and it is his belief that it is the best document from which to begin making any proposed changes.

Manager Koch expressed his disagreement due in part to how the meeting during which the manual was adopted was noticed. While Manager Koch agreed to moving forward with the 2020 draft as the starting point from which to make revisions, he expressed his belief that the current governance manual is the 2017 version due to this and other reasons, including the fact that the 2020 version was only recently sent to the state auditor.

President Ziegler commented that Manager Koch raised valid points and that he would like the full board of managers to vote on which governance manual is the current, governing manual. Manager Koch proposed that it may be more efficient to move forward by providing the 2020 manual at the next board meeting, begin the 30-day notice, ask for proposed changes, and adopt the manual under District bylaws. Temporary Interim Administrator Sobiech confirmed that the managers intended for the notice asking for changes to begin at the April regular meeting and that the managers would then have the ability to adopt the governance manual at the May regular meeting. President Ziegler and Manager Koch confirmed.

Attorney Smith noted that disagreements still exist between himself and Manager Koch regarding characterizations of the open meeting law on the history of the governance manual's adoption, but that as a good plan to move forward is in place, it would not be productive to continue exploring those disagreements at this time.

## **2. Consideration of what platform might be best to solicit, review, and compile feedback throughout the revision process**

Staff Liz Forbes described the differences between Adobe Document Cloud, Microsoft Word, and Pastel software and why staff are recommending Adobe Document Cloud to receive public comments on the governance manual. Managers could submit Word Document versions if they have particularly intensive edits.

Manager Koch agreed and elaborated that a Microsoft Word version could be provided to members of the public upon request. President Ziegler concurred and requested that Staff Forbes summarize this recommendation at the upcoming April regular meeting.

### **3. Consider for approval a letter to solicit input from staff, managers, consultants, and the public**

President Ziegler proposed that the draft letter previously provided by Manager Koch be put in front of the full board for approval at the April regular meeting. Manager Koch expressed his agreement to this plan.

### **4. Consider schedule of regular meetings**

Manager Koch moved to set a schedule of regular governance meetings to occur the Friday after the monthly regular board meeting. President Ziegler clarified these would occur at 9:00 am and Manager Koch concurred. Manager Koch noted that having a schedule of regular meetings would allow for more flexibility as they could be cancelled or continued with some ease. Manager Koch then amended his earlier motion to say that the regular governance meetings would occur the Friday after the monthly regular board meeting unless that Friday is a federal or state recognized holiday in which case the meeting would take place the following Friday. President Ziegler seconded the motion. Upon a vote, the motion carried 2-0.

### **5. Begin review of proposed changes to October 2020 governance manual**

Manager Koch requested that his proposed changes to the manual be shared amongst the governance committee such that they can be discussed at the next meeting. Manager Koch also memo which listed his priorities regarding proposed changes to the October 2020 manual. The first topic of priority concerned the review and approval of minutes of meetings. Manager Koch expressed that circulating the meeting minutes well in advance of the meeting would increase efficiency and allow the managers to get comments to the recorder such that revised minutes can be included for approval at the meeting.

Second, Manager Koch commented that he would like the manner in which the agenda is set to be reviewed and discussed such that each manager has the ability to set forth agenda items. Attorney Smith was prompted to provide any insight as to how other watershed districts handle agenda setting. Attorney Smith noted that, in his experience, it is largely the Administrator that sets the agenda and, in most cases, the board president meets with the Administrator prior to the meeting to review agenda items. Manager Koch noted his belief that Robert's rules of order would lean toward allowing all managers to submit items for the agenda. President Ziegler agreed that agenda setting would be a good item to review in revision of the governance manual.

Third, Manager Koch presented the topic of resolutions and the drafting and consistency thereof as another topic to be reviewed. He noted that the 2020 governance manual includes the stipulation that any proposed action is meant to have a corresponding, written resolution and that this is done inconsistently. Manager Koch suggested for discussion that Smith Partners assist in the creation of resolutions or resolution templates. Temporary Interim Administrator Sobiech commented that as these resolutions can be time-intensive, it may be worth discussing whether any potential thresholds for resolution creation might exist.

Next, Manager Koch suggested that another topic for review be how data practices act requests are processed. He commented that many of his data practices act requests have not been fulfilled and further commented on his belief that the fulfillment of these requests be a priority due to statutory requirements. President Ziegler noted that providing as much information as possible online might alleviate some types of data practices act requests and additionally, some entities employ data practices specialists to assist in the fulfillment of these requests. Further, President Ziegler noted that while it's a legal requirement to provide the requested information, it need not necessarily be sorted in the manner in which the requester is asking.

Temporary Interim Administrator Sobiech expressed that retrieving communication/s that a manager had surrounding a topic can be challenging as all emails currently go to managers' personal email addresses. He suggested the possibility of a central manager email address for future discussion.

Next, Manager Koch commented that he would like to see fiscal policies be reviewed as he believes it to be a missing piece of the current governance manual. He would like to see the input of the accountant, auditor, board treasurer, and staff in order to create comprehensive polices. President Ziegler suggested that Attorney Smith recommend any other watershed districts that might have a fiscal policy upon which the District might model theirs.

Next, Manager Koch suggested that the governance and role of the standing committees be a topic for additional review. In particular, he would like to determine and specify the responsibilities expected of each committee. President Ziegler commented that if Attorney Smith is able to provide insight based upon what other watershed districts are doing, it would be welcome.

Managers Koch and Ziegler discussed the logistics of the next governance committee meeting and agreed that they would begin with the framework of the topics proposed by Manager Koch.

Manager Koch moved to adjourn. President Ziegler seconded. The motion to adjourn carried 2-0.

Meeting adjourned at 10:11 am.

