

Governance Committee Special Meeting

June 16, 2023 9:00 am

Virtual meeting via Zoom

Present:

Managers: David Ziegler, President
Tom Duevel, Vice President

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

1. Call to Order

President Ziegler called the governance committee meeting to order at 9:00 am.

2. Attendance

President Ziegler, Manager Duevel, Administrator Jeffery, Attorney Smith, and Office Administrator Bakkum were present. It was noted that the committee was meeting via Zoom due to the COVID-19 pandemic.

3. Appointment of Secretary/Recorder of Meeting

Administrator Jeffery commented that this item can be permanently removed from the agenda as staff will always put together the minutes.

4. Approval of the agenda

A tentative agenda was shared onscreen. Manager Duevel moved to approve the agenda which President Ziegler seconded. Motion to approve the agenda passed 2-0.

5. Reading and approval of minutes of last meeting

President Ziegler moved to approve the minutes of the last meeting which Manager Duevel seconded. The motion to approve the minutes of the last meeting passed 2-0.

6. Old Business

6.1 Governance manual review

The committee continued its review of the governance manual on page 24, paragraph m, concerning the minutes and records of board meetings. A proposed change suggested that draft minutes of the board meeting must be shared with the managers for review no more than ten

days after the meeting. Administrator Jeffery suggested clarifying what constitutes as “comments” on the minutes as that term can allow for further added commentary when that is not the intent. President Ziegler agreed that the word “comments” is misleading and suggested using the terms “proposed corrections” or “clarifications” when seeking feedback from the managers on draft minutes. Attorney Smith noted that using the word “corrections” would be fine as what is desired is a correct reporting of the meeting. Another proposed change suggested that the Administrator and Secretary consult prior to the meeting to review proposed edits to the minutes and then present those draft minutes in the board packet. The logistics of this proposal were discussed. Administrator Jeffery noted that having the support of the Secretary during the minutes’ approval process would be helpful.

The next proposed change would have the Secretary of the meeting at which the minutes were approved be the one to sign them. Attorney Smith commented on the logistical challenges this can present and the change was not accepted. Further proposed changes to this section which confused matters already made clear by statute were not accepted.

Regarding the section on voting, the committee accepted changes which were not substantive but merely clarified existing practices. Redundant language was not accepted. A proposed deletion of the language surrounding a “survey” of managers was accepted as that language was originally only added due to unique circumstances.

Moving on, the committee considered proposed changes to bylaws compliance. One proposed change added language which would allow a board member to object to noncompliance with the bylaws up until the close of the following board meeting. The committee felt that this issue was already addressed by the existing manual’s language and did not accept the change. Another proposed change expanded the definition of “bylaws” to include all documents contained within the governance manual. This change was not accepted.

The committee moved on to review the code of conduct. Regarding the conduct of managers towards District employees, a proposed change altered the phrase “Board managers shall not express concerns about performance of an employee in public” to “...are encouraged not to express concerns...”. This change was not accepted. Attorney Smith was prompted to draft language to include in this section which would outline the acceptable forum, such a closed session meeting, where discussion of an employee’s performance might take place. It was also recommended that language be added here which elaborated on expected manager decorum.

The committee next considered proposed changes to the bylaws concerning access to data and documents. There was additional language expanding the duties of the Administrator as the data compliance official to include the production of quarterly data request reports. Language which merely stated the Administrator’s role as data compliance official was kept but further expansions were rejected. Regarding how data requests must be received and acknowledged, the committee accepted language which stated the District’s goal to acknowledge requests within a certain timeframe but altered the timeframe from the proposed one business day to three business days. The committee discussed the logistics of having a specific email account just for data requests as one proposed change outlined.

Language which stated that a log of requests would be kept and reviewed by the board annually was accepted. Language which adjusted the cost of physical documents was rejected and

remained 25 center per page up to 100 pages. Language which stated that electronic delivery of documents would be free of charge was not accepted, and the committee discussed the amount of time that can be required by staff to review and compile digital documents.

7. Adjournment/Continuance

The meeting was adjourned at 10:27 am.