

Gov Mtg Minutes

9:05 Call to order

Present:

David Ziegler

Tom Duevel

Terry Jeffery

Louis Smith

Amy Bakkum

Manager Duevel moved to approve the agenda and Manager Ziegler seconded.

New Business:

Administrator Jeffery wanted to go through what the A&F committee discussed.

Under general governance policies, Administrator Jeffery confirmed the payment of invoices happened within 45 days as opposed to 60. Attorney Smith confirmed that the auditor should adjust their policy because the statute states that you must pay within 30 days or pay interest unless contract provides otherwise. Contract via policy would now provide otherwise.

Attorney Smith was prompted at the last meeting to develop language surrounding the code of conduct. Manager Ziegler asked about a lawsuit that would bring a manager financial gain and whether that could impact conflict of interest issues. Attorney Smith offered some insertions to consider such as grounds for removal of a manager who engages in frivolous litigation against the district noting that the standard for frivolous litigation is a high bar.

It was noted that the District will provide accounting of costs incurred due to litigation involving the District filed by an individual board member.

Fiduciary duty not to disclose info that they gained in their official position in the course of their official position that violates their fiduciary duty or the data practices act.

There was discussion regarding whether changes to the governance manual could be applied retroactively.

Violation of the code of ethics is a consideration for removal of office. County board is the removing authority for board of managers.

Manager Ziegler and Manager Duevel agreed that the language seemed appropriate and Manager Ziegler added that this language would act as an additional consideration for any manager considering suing the district while on the board.

Administrator Jeffery moved on to policies considered by the Audit & Finance committee.

Administrator Jeffery asked whether costs could be associated with size of digital files as opposed to physical pages. Attorney Smith responded that the statute still reads per page.

Administrator Jeffery asked about including other templates for letters of credit and performance bonds in the governance manual or having the requisite information listed in the manual. Attorney

Smith said it's still a good idea for the attorney to review assurance documents but stated he would work on potential language to be developed.

The governance committee approved a tip up to 20% from the original 15%.

Regarding allowed staff and manager travel, there was discussion around "coach class" and whether that specific term could be termed something more generic. Manager Ziegler suggested economy class and Attorney Smith agreed this term was understood by most and would cover what was intended.

There was discussion around how to approve volunteer or employee recognition. Attorney Smith noted that the board can either approve a resolution ahead of time regarding how the District handles such recognition or the governance manual itself could detail this structure. Attorney Smith said he would work with Administrator Jeffery to put language in the manual so it wouldn't need to be a separate policy.

Attorney Smith found it appropriate to add language around ACH payments and would develop language there.

It was discussed that the Audit & Finance committee recommends that the managers use 1099s. Attorney Smith noted that Smith Partners can help make it happen to resolve the question if the committee so decided. The committee agreed that no memo from Smith Partners was required and that the board would make a decision and rely on that.

Administrator Jeffery confirmed whether the 3rd Thursday in April would work in terms for Attorney Smith having a completed document and Attorney Smith confirmed this timeline would work.

With a board workshop occurring April 18th, the committee confirmed they would meet April 19th and bring any final recommendations to the full board at the May regular meeting.

There were no member reports.

The meeting was adjourned at 9:56am.