

## **Governance Committee Meeting**

April 14, 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 and noted the committee was meeting remotely over Zoom because of the COVID pandemic.

### **2. Attendance**

President Ziegler, Manager Duevel, Administrator Jeffery, and Attorney Smith were noted as present along with Office Administrator Bakkum.

### **3. Appointment of Secretary/Recorder of Meeting**

Office Administrator Bakkum agreed to create the minutes of the April 14<sup>th</sup> meeting using the meeting recording.

### **4. Approval of the agenda**

A draft agenda was shared onscreen. Attorney Smith suggested adding the declaration about COVID-19 and the question of the hybrid approach as an agenda item. President Ziegler noted this item should go first as the declaration is time sensitive. It was added as the first item under New Business. President Ziegler moved to approve the agenda as amended which Manager Duevel seconded. Motion to approve the agenda as amended passed 2-0.

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

President Ziegler moved to accept the minutes of the last governance committee meeting which Manager Duevel seconded. Motion passed 2-0.

### **6. New Business**

#### **6.1 Declaration regarding Covid procedure**

Attorney Smith walked the committee through the relevant Minnesota statutes which relate to meetings of a public body during pandemic conditions and interactive meeting requirements. He then shared a draft declaration onscreen. This declaration stated that based on current CDC guidance, the board president has determined that it is now practical and prudent for the board and its committees to meet in-person. The draft declaration went on to state that while COVID-19 transmission rates have declined, infections are still occurring. Members of the board may have medical reasons for not being in a public place based on advice from a healthcare professional. Attorney Smith continued to read the declaration which further stated that meetings of the board of managers will be in-person and open to the public while recognizing that a Manager may attend remotely on the advice of a health care professional. Further, the declaration stated that remote participation by a member of the public will be made available at no cost to the public.

Manager Duevel asked whether “advice from a healthcare professional” constituted of a doctor’s note. Attorney Smith clarified it would not necessarily require a signed letter from a doctor and that having been told by a nurse that one is at higher risk and having note of that call may constitute advice from a healthcare professional.

Manager Duevel asked whether an at-risk manager might attend a small committee meeting in-person but remotely for the larger regular meeting. Attorney Smith noted that there is a reasonable basis to state that three people meeting in a large room is different than meeting with thirty people.

President Ziegler moved that Attorney Smith continue to work on the declaration and present it the upcoming continuation of the April 12<sup>th</sup> regular meeting to which Manager Duevel seconded. Motion passed 2-0.

There was further discussion considering the logistics of how to hybridize board meetings such that the public can see and hear the managers while being heard themselves. Administrator Jeffery commented that in the essence of expediency, he would recommend the board authorize him some discretionary limit of spending and that this type of equipment has already been budgeted for this year. He continued to say that even if for some reason the audio and visual equipment is not used for hybrid board meetings, it would be very beneficial in conducting the district’s everyday work. The committee elaborated on the ways in which they would envision it benefiting the district’s day-to-day operations. Attorney Smith was prompted to work with Administrator Jeffery to draft resolution language which would authorize the Administrator to spend funds towards the procurement of the necessary equipment and to present this resolution at the upcoming continuation of the April 12<sup>th</sup> meeting.

## **7. Old Business**

### **7.1 Governance manual review**

The committee continued its review of the governance manual, picking up at the bylaws in the treasurer’s duties section. It was agreed that review of this section wait until the Audit and Finance committee has time to make any recommendations.

The next section to be reviewed contained the bylaws concerning committees. A proposed change suggested that all committee members follow Robert's Rules of Order during committee meetings. The committee agreed this was overly burdensome given the small size of the committee and the way they function. Next, there was discussion regarding a proposed change that stated that a committee member may call a meeting but only with seven days' notice. Attorney Smith recommending removing the proposed provision and continuing to follow the Open Meeting Law. Other proposed changes in this section added further language from Minnesota statute which Attorney Smith noted is not required but can act as a useful reminder. Proposed changes to the purpose of the Audit and Finance committee were not accepted.

The committee moved on to the section regarding meetings. One proposed change required that all special meetings be noticed 8 days prior to the meeting which Attorney Smith noted is not his interpretation of the Open Meeting Law—this change was not accepted. Another proposed change required all board meetings to be recorded and Attorney Smith commented that while it can be a good practice in some regards, it is not a legal requirement. Administrator Jeffery noted that he was hesitant to include this in the bylaws such that the district would always be obligated to do so. The original language which stated that recordings will be made of closed meetings other than meetings pursuant to the attorney-client privilege was kept instead.

Next, there was discussion regarding the requirement that all actions taken by the board require a resolution. Attorney Smith noted this is out of Robert's Rules of Order and is a sound item to have in the bylaws but that a proposed change to require a memorandum along with the resolution could be discarded. Administrator Jeffery commented that the way in which resolutions are currently created is time-intensive and that this language may require tweaking to avoid excessive resolutions for general business items.

The next section contained proposed changes related to the board meeting agenda. There was discussion surrounding how the agenda is currently set and the ways in which it might be improved to encourage more efficient meetings. Attorney Smith noted that Robert's Rules of Order allows for managers to pull as many items as they wish from the consent agenda but that the upcoming workshop on Robert's Rules of Order might explore other devices that encourage efficiency. Attorney Smith contemplated the possibility of setting general time limits which could be waived for items as necessary. He offered to look into the idea and bring it back to the next governance committee meeting.

## **8. Adjournment/Continuance**

President Ziegler adjourned the meeting at 10:40 am.