

Governance Committee Meeting

May 5, 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 approximately 9:05 am.

2. Attendance

President Ziegler, Manager Duevel, Administrator Jeffery, and Attorney Smith were present. Office Administrator Bakkum was also in attendance.

3. Approval of the agenda

The agenda was adopted by the committee.

4. 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.

5. Old Business

5.1 Governance manual review

The committee continued its review of the governance manual at paragraph G, the section regarding the setting of the agenda of the regular meeting. A proposed change added language to allow all items suggested by managers to be included on the draft agenda. Attorney Smith noted that the existing practice is more traditional wherein it is the prerogative of the President, in consultation with the Administrator, to consider the suggested items and then establish a proposed agenda. If any board member wishes to add an item, it is added by a majority vote of the board. The committee agreed to maintain the existing language which supports the existing agenda-setting practice.

There was discussion surrounding what items are typically placed on the consent agenda and how those come to be determined. It was suggested that the consent agenda be condensed to those

items which are usually accepted without being removed to action items. Administrator Jeffery noted that even if there are no items on the consent agenda, the heading of "Consent Agenda" would remain on the agenda.

Next, Attorney Smith discussed the ways in which discussion or debate on items and motions might be limited. He noted that Robert's Rules of Order provide mechanisms which could do this without any modification to the district's bylaws. Robert's Rules provide that each board member has a right to speak for up to ten minutes on a motion in debate and after everyone else has spoken or has chosen not to speak, that member can speak for a second time for ten minutes. Attorney Smith invited the committee to consider whether ten minutes felt like the right amount of time, noting that the board could vote to alter that time limit for items which they feel merit a longer discussion. There was considerable discussion surrounding the logistics of such a time limit including when it would apply, how it would be established, how it would be monitored, and so on. The committee discussed trying the time limits out during upcoming meetings to see how it works and to potentially add this language as a subsection in the governance manual after getting some experience with it.

The next section of the governance manual to be reviewed was the section regarding the board meeting packet. A proposed change added language that when a board meeting is conducted by interactive technology, the meeting packet should be available on the district website. Attorney Smith noted this was a fine point to include and is the district's general practice. A discussion followed regarding the availability of meeting materials, particularly with regard to presentations made by guest speakers. Attorney Smith reiterated that his understanding of the Open Meeting Law would mean that presentations need to be available to the public for their inspection while the board is considering the subject matter. This would not require that those presentations be made available in advance of the meeting. Attorney Smith suggested revising the bylaw to be exactly consistent with the statute with the addition of language about where to find meeting materials when the meetings are held virtually.

Changes which merely clarified existing practices were accepted by the committee. Language that specified that every person in attendance shall use reasonable efforts to act with courtesy, civility, and respect was accepted minus the modifier of "use reasonable efforts". A change which proposed that suspending Robert's Rules of Order would require consent of all members of the board was not accepted. A change that proposed that each item on the agenda have an accompanying memorandum detailing the pros and cons of the item was not accepted.

6. Adjournment/Continuance

The meeting was adjourned at approximately 10:15 am.