

Governance Committee Meeting

December 9, 2022, 9:00 am

Virtual meeting via Zoom

Present:

Managers: David Ziegler, President
Larry Koch, Vice President

Staff: Terry Jeffery, District Administrator
Amy Bakkum, Office Administrator

1. Call to Order

The regular governance meeting was called to order by President Ziegler at 9:00 am. The meeting was held via Zoom. The governance meeting was held remotely out of an abundance of caution due to the ongoing COVID-19 pandemic.

2. Roll call- attendance

Managers Ziegler and Koch were present. Administrator Jeffery and Staff Bakkum were also present.

3. Appointment of Secretary/Recorder of the Meeting

President Ziegler asked Staff Bakkum if she agreed to be the recorder of the meeting to which she agreed. Manager Koch concurred to make Staff Bakkum the recorder of the meeting.

4. Approval of the agenda

A draft agenda provided by Manager Koch was shared onscreen. Manager Koch suggested accepting the agenda subject to removing or tabling items as necessary. President Ziegler included he would like to cap the meeting at 10:00 AM to which Manager Koch agreed.

Manager Koch proposed a continuance to the meeting for December 16th at 9:00 AM to allow the committee time to review proposed changes to the governance manual and present recommend changes to the board in January. President Ziegler suggested a workshop with legal counsel to review the proposed changes and their implications. Manager Koch agreed this would be a good topic for the January or February workshop.

Manager Koch moved to approve the provided agenda with the caveat that items could be removed or tabled as the meeting proceeded. President Ziegler seconded the motion. Motion passed 2-0.

5. Reading and approval of minutes

President Ziegler moved to waive the reading of the minutes and approve the minutes of the last governance committee meeting. Manager Koch seconded and amended the motion to include the recommendation that the recorder include a statement in the minutes that the meeting was held via Zoom due to the pandemic. President Ziegler accepted as a friendly amendment. Motion passed 2-0.

6. Old Business

6.1 Requests for Comments on Governance Manual

Administrator Jeffery shared CAC member Sharon McCotter's comments onscreen to which Manager Koch had highlighted and made notes. Manager Koch highlighted topics such as the CAC appointment timeline which currently states that CAC members are appointed in January, but this is not always the case. He noted a decision will need to be made if the managers want to amend this timeline within the manual. Administrator Jeffery stated that in years past the District had struggled to recruit CAC members and that it may be beneficial to include a line in the manual stating that the board may decide to keep applications open longer, noting that in 2019 a rolling application was utilized.

Manager Koch continued to other highlighted notes he made to Ms. McCotter's comments. There were green checkmarks next to items Manager Koch had already incorporated into his suggested revisions and warning signs next to other areas of concern to potentially consider. Manager Koch noted that Ms. McCotter identified the process of agenda-setting as one for potential improvement and commented that the proposed draft of the manual includes a more detailed timeline for adding items to the agenda.

Administrator Jeffery commented that the workshop meetings may be a good time for managers to bring items which they would like to see at the next regular meeting. Manager Koch expressed this to be a good idea that made sense. Manager Koch then stated that since there is a follow up governance meeting to allow for more discussion, he would be fine going back to the agenda and moving to the next item.

6.2 Board of Managers Meeting- Agenda

Manager Koch commented that this was just previously discussed and reiterated his point for the need for a good agenda-setting process and that it may or may not be the

one that's in the current draft of the manual. He noted Administrator Jeffery's suggestion and asked for a summary of what Administrator Jeffery thinks should be done in connection with what he is currently doing. Administrator Jeffery commented that having a set process would be helpful to him. President Ziegler agreed that fleshing out agenda items would be beneficial so everyone knows what each item means. Manager Koch commented that including a short memo with items would be helpful going forward to provide context and that he included such a recommendation in his proposed changes to the manual. Manager Koch clarified the sort of memo this would be and provided examples such as summaries of the expected staff time, pros and cons, required budget, etc.

6.3 Board of Managers Meeting- Minutes

Manager Koch noted that this has been previously discussed, stating the managers would like to see draft meeting minutes within 10 working days after the meeting. Administrator Jeffery commented that the draft minutes are typically sent by the recorder within roughly five days and that he will forward them to the managers when that happens. Administrator Jeffery asked for clarification regarding how the managers' proposed changes to the minutes would be compiled and presented to the board. President Ziegler responded that he envisioned showing all of the comments from everyone within a Word document and that managers could vote to accept all changes or only some. Manager Koch agreed and stated that it could be as simple a motion as waiving the reading of the minutes and adopting them as revised.

6.4 Website- Status

Manager Koch stated that he is having some trouble finding things on the website and discussed how from the standpoint of a consumer, there are things that could be done better in regard to making things as easy as possible to find. President Ziegler commented that a workshop for the board and public may be beneficial to demonstrate how the site works and to get feedback. Manager Koch agreed that this was a good idea and also suggested the possibility of having YouTube videos available which show where to go on the website for specific items such as grant applications or permit forms. Administrator Jeffery commented that Nine Mile Creek Watershed District has done something similar regarding videos. There was discussion between the committee members about videos shown at MAWD and the possibility of partnering with Nine Mile to produce more videos. Administrator Jeffery stated that he has had good conversations with Nine Mile about different ways we could partner, including the possibility of sharing an office assistant.

Manager Koch expressed that MAWD would be a good place to host various forms, perhaps in a MAWD library that people could contribute to in order to share what has worked for them. Administrator Jeffery stated that MAWA, the Association of Watershed Administrators, is working on a communication tool which would compile

and host various forms such as HR forms, permit forms, etc that will hopefully be done soon.

6.5 OneDrive folders- Status

Administrator Jeffery stated that staff are in the process of migrating to Sharepoint because OneDrive is cumbersome and attached to individual email accounts which is not good for long-term emergency preparedness. He continued to say that once migration happens, we can set different permission levels for different individuals and further that there will be immediate redundancy with two copies of everything between OneDrive and Sharepoint. Administrator Jeffery noted that in addition, Smith Partners is a repository and has all backups of contracts, legal documents, and performance bonds. He commented that Kelly Spitzley of HDR is going to sit down with staff to develop a file structure, folder structure, and naming nomenclature in a way that is consistent and will carry forward.

Manager Koch commented he feels there is work to be done in I.T. regarding security and document control. He recommended looking into a document management system. Administrator Jeffery said the comment is noted and a good idea. He is looking at Laserfiche as well as other tools in Microsoft 365.

Manager Koch stated that while these systems may not be cheap, finding documents more easily saves money. Administrator Jeffery said he had a conversation with I.T. staff at the City of Chanhassen where they utilize a data request software which pulls documents based on key terms. He noted that he planned to talk to this staff person more and stated that this sort of software could also be a solution.

President Ziegler commented that finding out what other entities are doing would be worthwhile, offering Minnehaha Creek Watershed District as an example. Manager Koch furthered this idea by suggesting looking into what Capitol Region Watershed District uses as there's no reason to recreate the wheel.

6.8 Calendar

In the essence of time, President Ziegler noted that perhaps one more agenda item could be completed before the 10:00 AM end time and wondered if there was an item in particular Manager Koch wanted to cover. Manager Koch suggested jumping to item 6.8, the Calendar.

Manager Koch stated he would like to seriously look at the calendar and the tentative subject matter so that the managers are guided such that they don't end up being late or running out of time. He provided examples such as the CAC timeline, notices for public hearings on the budget, etc. He said this would not be a binding calendar. Administrator Jeffery commented he has a lot of that started and that a calendar could

certainly be brought forward. He also noted that many workshop topics have been suggested and that the schedule needs to be reviewed to see if all the topics can fit and which should be prioritized. President Ziegler agreed that this is a good idea as multiple items on a workshop could get to be a very long workshop.

Administrator Jeffery continued on that topic to note that it may be something to consider in the governance manual that some entities have a policy which states, for example, if our meeting goes to 10:30 pm it is continued. Manager Koch noted he has no problem with that concept, and it can be something to consider when revising the governance manual.

10. Adjournment/Continuance

Manager Koch moved to recess the meeting until 9: 00 AM on December 16, 2023, on Zoom. There was discussion for a preference for Zoom meetings due to health concerns and the possible implications of hosting certain meetings in-person but others virtually. President Ziegler seconded the motion to recess until December 16th at 9:00 AM. Motion passed 2-0. Meeting recessed at 10:03 AM.

Governance Committee Meeting

December 16, 2022, 9:00 am

Virtual meeting via Zoom

Present:

Managers: David Ziegler, President
Larry Koch, Vice President

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

1. Call to Order

The regular governance meeting continued at 9:00 am. The governance committee meeting was held remotely out of an abundance of caution due to the ongoing COVID-19 pandemic. The meeting continued with the next item on the agenda from the December 9th, 2022 meeting.

6.6 Location of and catalogue of district policies and procedures

Manager Koch stated that it is his understanding that a ledger of resolutions exists and if so, it should be made available on the website. Administrator Jeffery confirmed that a ledger of resolutions exists, though not one which is hyperlinked to the resolutions themselves. He said this could be done with the help of an office assistant. Administrator Jeffery confirmed that the ledger could be placed on the website. Manager Koch reiterated that a document management system could be helpful for staff to better locate documents. He recommended that Administrator Jeffery check with other cities and governmental agencies to see what they're using.

6.7 Workshop on governance law

President Ziegler recalled that a workshop on governance had been discussed previously to ensure all the managers understand any changes to the governance manual. Administrator Jeffery commented that many workshop topics have been suggested and need to be prioritized. Manager Koch agreed and Administrator Jeffery offered to bring a proposed schedule of workshop items.

6.8 Recordings of meetings

Manager Koch commented that there appears to be a misunderstanding regarding making and keeping recordings. He stated his belief that this is an item meant to be addressed on our records retention schedule and that he has inserted proposed language there. Administrator Jeffery sought clarification from Attorney Smith regarding whether meeting recordings need to be maintained once that meeting's minutes have been approved by the board. Attorney Smith confirmed this with the exception that recordings of closed session meetings must be kept. Administrator Jeffery continued that he does agree that we need to schedule retention. Manager Koch suggested a workshop or other time that Attorney Smith to walk the board through retention best practices.

Administrator Jeffery noted that all meeting recordings do still exist and have not been deleted. He recalled a time when Attorney Welch gave a presentation to staff on record retention and wondered if something similar could be prepared for the board. Manager Koch commented that it might be beneficial to record these presentations so that when new staff or managers come in that can at least listen to that recording. Administrator Jeffery stated that in addition to the governance manual, we need to revisit the personnel handbook and that as we work through our policies, we need to develop a new managers handbook which could be the place to house this type of information.

6.9 Document management system

Manager Koch noted that this item had been sufficiently addressed such that Administrator Jeffery and staff could work further and come back with recommendations.

6.10 Open Meeting Law

Manager Koch commented that he has previously expressed concerns about having at least one copy of all materials available to the public. He has included language in his proposed revisions to reiterate this. With respect to Zoom meetings, Manager Koch stated that all materials should also be posted to the website. Administrator Jeffery commented that these are doable tasks with adequate staff resources. Administrator Jeffery also commented that he intends to sit down with staff to put together a memo which outlines very clearly the permitting deadlines so that the board packet can be done more efficiently. He plans to propose a schedule, bring it to the managers, and have consensus on it. Manager Koch was in support of this plan.

6.11 Electronic prep, signature, and mailing of checks

President Ziegler clarified that anything not done using the credit card is paid for with paper checks and Administrator Jeffery confirmed. Administrator Jeffery stated that the checks go from our accountant to the board treasurer who signs them and then brings them to President Ziegler who signs them and then brings them to the office for distribution. He noted this can be cumbersome and that if there is a way to utilize electronic signatures, that may be more efficient but ultimately up to the managers. Attorney Smith commented that the only legal issue is to be aware of the timing of the process such that the board's approval of the check

register is what authorizes the signatures. He continued that typically in the electronic process people want signatures prepared in advance, so if and when the time comes, we should have a financial approval policy to deal with that sort of situation. Attorney Smith recommended finding out what the bank offers in regard to electronic signatures. Administrator Jeffery noted he would reach out to our U.S. Bank representative to see what their process is and what possibilities there are. Manager Koch agreed this should be moved forward with Administrator Jeffery and Attorney Smith coordinating together to see what we can do.

Administrator Jeffery suggested the discussion of the tangentially related topic of per diems. He noted that the timing is challenging because of working through both the vendor payment process and payroll. He stated that while he hasn't looked into the logistics, he suggests having the managers submit their own per diem claims through payroll. He noted he would review claims before they are issued, and it would show up differently on the treasurer's report but it is a potential option. Manager Koch commented that he is looking for Administrator Jeffery and staff to come with a recommendation. Administrator Jeffery also noted that the per diem policy in the current governance manual may need to be changed as he believes it currently requires quarterly submittals.

6.12 Disaster preparedness plan

Manager Koch stated that it is his understanding that we do not have a disaster preparedness plan per se. He commented that we need this plan and it needs to be comprehensive to include tornados, pandemics, etc. He suggested reaching out to other organizations to see what they have. Administrator Jeffery noted he will look into it.

7. New Business

7.1 Fiscal procedures and policies

Administrator Jeffery stated that what we have is contained in the existing governance manual and that, after their appointment in January, the Finance and Audit committee can meet to look at all of the accounting and decide how to present data to the board, and eventually put together an overall financial policy. Manager Koch agreed to run financial procedures through the Audit and Finance committee before being adopted. He discussed a prior audit report which included mention of financial procedures of which he felt the District could not support with evidence. Administrator Jeffery noted that gives him a good timeline since the next audit is scheduled for late April. He is hopeful that financial policies can be brought before the board by April to be adopted.

7.2 In person meetings

President Ziegler suggested adding this topic to the next board of managers meeting to make a decision as a group as to what to do moving forward.

Manager Koch expressed his concern for consistency and being cautious as to having in-person meetings without good justification. He also highlighted the need to figure out the best way to give the public access to meetings and recalled that Administrator Jeffery was looking into other options besides Zoom. Manager Koch discussed the benefits of virtual meetings and also suggested that Administrator Jeffery and staff come back with a recommendation which outline the pros and cons of possible hybrid options. Administrator Jeffery stated that he may be able to have something for the managers to react to at the January workshop which they could then act on at the February meeting.

7.2 Data requests

Manager Koch stated that our policy spells it out but that everyone needs to be on the same page regarding the policy and to follow it. He expressed that if we got a document management system and a good website with links to materials, that would save a lot of time for both the requester and the provider. Manager Koch also commented on the importance of keeping a log of data requests. He noted that a presentation at MAWD seemed to highlight a good database which was able to perform queries and more. Manager Koch wondered if Administrator Jeffery could explore to find that watershed district and what they used to achieve that. He suggested that Administrator Jeffery and staff come back with comments about a log and to address those issues.

7.3 Rules review and revision

Manager Koch commented that he wants to be sure we have a process for reviewing and revising rules, and also that there is a schedule put together of reviewing and responding to issues. President Ziegler asked Administrator Jeffery when we currently review the rules. Administrator Jeffery responded that we are constantly reviewing the rules and that the current process is to respond to comments that are made to us as issues arise. He discussed having a set schedule to go through the rules, present to the managers, review what is not working well, and ways to get to the intended end game. Administrator Jeffery continued that it is not his hope to be changing the rules every year because it is an intensive process. He noted that one item which will be brought forward is the fee and financial assurance schedule which is being adjusted to what is being seen in the industry. Manager Koch agreed that an annual presentation where staff can bring forward issues, feedback, and any recommendations could be a good idea.

7.4 Project contracts

Manager Koch stated that he does not always feel he has a good handle on project contracts and discussed the issue of retainage. To avoid being arbitrary and capricious, Manager Koch expressed the importance of having a policy. He noted that expecting every contract to follow the policy would save time because as it stands, if it's not in the

engineer's report, he will ask about the retainage. President Ziegler prompted that if retainage is always done the same way, could it be written down. Manager Koch agreed that is all we would need and asked Administrator Jeffery to speak with Engineer Sobiech. Administrator Jeffery noted that he would be meeting shortly with both Engineer Sobiech and Attorney Welch and could do so then.

President Ziegler commented that it seems that they've been talking about standard operating procedures and that MAWD has an "MOP", or manual of procedures, and that these written procedures can be changed by a board majority at any time. He noted that having a manual lets people know what the standard procedures are and that this (retainage) would be a good item to go into a standard operating procedure.

(Attorney Smith had a prior commitment and left the meeting at this time.)

8.0 Member Report

Administrator Jeffery commented that he had nothing further but that as many topics had been covered, he would likely be circling back with members to ensure his to-do list is correct.

Manager Koch had nothing further but commented that as he struggles to take notes during meetings, he empathizes with Administrator Jeffery and would have no issue with an administrative assistant or someone else taking notes for Administrator Jeffery and helping organize his task list.

President Ziegler noted that he had one item to bring forward regarding information on carbon sequestration by habitat. He stated that he was unsure if it needed to be vetted by engineering to confirm it was good information versus someone's opinion. President Ziegler commented that this information surrounds trees, wetlands, and prairies, and that our current rules allow people to cut down mature trees. He suggested it may be good to gather that type of information for a workshop where managers can review it with respect to the rules.

Manager Koch commented that these sorts of general presentations, of the type that are seen at MAWD, should be recorded and made available, especially for new managers. Administrator Jeffery noted that the MAWD presentations will be made available, but the presentations only and not the video which includes audience participation.

Manager Koch confirmed that there will be a governance committee meeting in January, at 9:00 AM on the Friday after the regular meeting, for whoever is on that committee.

Administrator Jeffery commented further on MAWD, stating that as they are very understaffed, it may be beneficial for the larger watersheds to increase their dues such that MAWD could provide HR resources. President Ziegler noted that the MAWD Finance Committee is discussing that but for the upcoming year the dues were already set. He also noted that MAWD has changed its name to be more inclusive to water management organizations that felt excluded

by the previous name. In regard to paying higher dues, Manager Koch stated that perhaps a number of districts don't need the same level of services that metro districts do.

Adjournment/Continuance

President Ziegler entertained a motion to adjourn which Manager Koch so moved. President Ziegler seconded and the motion to adjourn passed 2-0. Meeting adjourned at 10:29 AM.