

## **Governance Committee Special Meeting**

March 21, 2023 10:30 am

Virtual meeting via Zoom

Present:

Managers: David Ziegler, President  
Tom Duevel, Vice President

Staff: Terry Jeffery, District Administrator  
Louis Smith, Attorney, Smith Partners

### **1. Call to Order**

President Ziegler called the special governance committee meeting to order at 10:30 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.

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

Administrator Jeffery stated that Office Administrator Bakkum would create the minutes of the March 21<sup>st</sup> meeting using the meeting recording.

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

An agenda was shared onscreen by Administrator Jeffery. President Ziegler moved to approve the agenda as written which Manager Duevel seconded. Motion to approve the agenda passed 2-0.

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

President Ziegler and Manager Duevel commented that they had read the prior meeting minutes when they were sent out as part of the board packet and had no objections to them. President Ziegler moved to approve the minutes of the last governance committee meeting which Manager Duevel seconded. Motion to approve minutes passed 2-0.

### **6. Old Business**

#### **6.1 Governance Manual Review**

The committee continued in its review of the governance manual, picking up at Page 8, line 31 regarding access to information by managers. Changes proposed by one manager suggested deleting language which stated that a manager's request for information which would take more than 15 minutes of the

administrator's time must be approved by the board. The suggested change broadened the scope of this language. There was consensus among the committee to maintain the original language and not accept the suggested changes to this section.

The committee moved to the section regarding the schedule of regular activities where the suggested changes were generally stylistic. Those changes which simply added more detail were accepted. Other changes which introduced potential confusion were not accepted. Substantive proposed changes included the details to be included in the end-of-year financial report and a budget form to be submitted by the Administrator at the July board meeting. Administrator Jeffery noted that such changes ought to be considered by the Audit and Finance committee first to which President Ziegler agreed.

Manager Duevel lost connection and was no longer in the Zoom meeting. Attorney Smith noted that no action was planned for today's committee meeting regarding making a formal recommendation for the board and that Manager Duevel would rejoin at the next meeting with any relevant comments. Administrator Jeffery stated he would share the recording with Manager Duevel after the meeting.

There was discussion around a suggested change which more clearly stated the budget timeline. There was agreement that a draft budget should be brought forward in July followed by adoption no later than September 15<sup>th</sup>. Attorney Smith noted that he would work with the proposed language to communicate that intent without being restrictive or duplicative.

Regarding the governance bylaws, a proposed addition stated that the board president would meet with the CAC Chair and Administrator in accordance with the CAC Communications Process. This change was accepted. Manager Duevel rejoined the Zoom meeting.

Regarding proposed changes to the timing and availability of board meeting materials, Attorney Smith noted that he would check the current guidance and tweak the language accordingly. Regarding proposed additions to the practice of recording meetings, only language which clarified already required practices was accepted.

It was also noted to add language which makes clear that managers may delegate certain responsibilities such as recording meetings and sending public notices to staff as the current manual does not make this clear.

## **7. Adjournment/Continuance**

The governance committee clarified that their next meeting date is April 14<sup>th</sup> at 9:00 AM. Meeting was adjourned at 11:45 AM.