

Governance Committee Meeting

February 3, 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
Zach Dickhausen, Natural Resources Coordinator

1. Call to Order

President Ziegler called the regular governance committee meeting to order at 9:00 am. President Ziegler noted that pursuant to Minnesota Statutes section 13D.02, the Riley Purgatory Bluff Creek Watershed District president has determined that because of the COVID-19 pandemic, it's not prudent for the board of managers to meet in person. Consistent with that policy, the governance committee will conduct its February 3, 2023 regular meeting by web-based video conference.

2. Roll call

Attorney Smith took roll call. Managers Ziegler and Duevel were both present. Administrator Jeffery and Office Administrator Bakkum were also in attendance. (Natural Resources Coordinator Zach Dickhausen later joined.)

3. Appointment of the secretary/recorder of the meeting

Administrator Jeffery noted that he would draft last month's meeting minutes. Office Administrator Bakkum agreed to be the recorder of the February 3rd meeting.

4. Approval of the agenda

Administrator Jeffery shared a tentative agenda onscreen. President Ziegler moved to approve the agenda as written. Manager Duevel seconded. Motion to approve the agenda passed 2-0.

5. Reading and approval of the minutes of the last meeting

President Ziegler commented that the approval of the January minutes would wait until the next meeting and be handled at the same time as the minutes of the present meeting.

6. Old Business

6.1 Governance Manual Review

Administrator Jeffery stated that, in conversation with Attorney Smith, it was determined that at this time the committee would walk through the proposed changes to the manual page by page and give their thoughts. Administrator Jeffery noted that the committee could get as far as they could in the allotted hour and then decide a future schedule.

Attorney Smith shared his screen to begin going through the comments and proposed changes to the governance manual that have been received. Attorney Smith confirmed that the document the committee is working out of is the one that was adopted in 2020. He stated that the shared document has proposed changes from other board managers along with comments from Administrator Jeffery and himself.

Manager Duevel commented that he is likely not ready to make comments and changes other than a couple general ones. Administrator Jeffery noted that today's review would be a good primer for the committee's own review, and that based upon the review of the proposed changes, the committee members could implement their own changes at that time.

Administrator Jeffery suggested that for proposed changes dealing with semantics that Attorney Smith make a determination as to whether they effectively change what is there. If it is a matter of semantics only, Administrator Jeffery suggested using the proposed phrasing for the sake of review time.

In the allotted hour, the committee reviewed proposed changes to pages one through seven of the Governance Manual. It was decided that all the comments and proposed changes would be brought to the board of managers during a future workshop.

During review of proposed changes to the per diem policy, there was significant discussion surrounding possible changes to the handling of per diems. First, it was clarified that managers may only claim a per diem for preparation towards a regular meeting of the board of managers and not for preparation for a workshop. Per diems may be claimed for attendance of workshops and as a representative at a CAC meeting. Per diems may not be claimed for preparation towards committee meetings, but for attendance at committee meetings only.

As for per diem forms and processes, Administrator Jeffery commented that each manager uses their own form which is then submitted to payroll to calculate the correct tax withholdings. Administrator Jeffery noted he would like the language of the manual to be clearer regarding when per diems are submitted as they are currently submitted at random. There was discussion amongst the committee about the advantages of monthly versus quarterly submittals.

There was further discussion surrounding how per diems are submitted via payroll. Manager Duevel asked for clarification as to whether managers are employees of the district. Attorney Smith and Administrator Jeffery confirmed that board managers are not employees of the district. Manager Duevel then spoke to the process which is currently used and the ways in which he sees room for improvement in the accounting of per diems claims. Administrator Jeffery noted that, currently, he cannot pay the managers the same way that other vendors are paid due to the need to calculate tax withholding through payroll. Administrator Jeffery asked Attorney Smith if there would be anything precluding the

district from paying the managers directly from payroll. Attorney Smith did not believe so but would double check. Administrator Jeffery commented that the only challenge would be that then the manager per diems would not be broken out in the monthly reporting as they would be lumped into payroll and this would need to be figured out before going this route. Administrator Jeffery stated he would give this process more thought.

The committee noted that plan going forward should be to conduct monthly meetings until the bulk of the review is done. It was decided to keep to the monthly schedule until such time as it is decided that meeting at that frequency is not necessary.

7. Adjourn

President Ziegler declared the meeting adjourned. Meeting adjourned at 10:15 am.