



## **SUMMARY OF MCWD BOARD RETREAT – GOVERNANCE DISCUSSION**

**April 30, 2015 at Folkestone, Presbyterian Homes Wayzata**

### **BACKGROUND**

- MCWD Board members and staff toured the Promenade development in downtown Wayzata; a mixed-use project. The MCWD was a significant partner in providing support and expertise in addressing the water management challenges of this development.
- The formal Board Retreat was convened at 6:50 pm on April 30<sup>th</sup> by District Board President Sherry White. All seven Managers were in attendance (White, Blixt, Calkins, Miller, Olson, Rogness and Shekleton) along with staff Erdahl, Dawson, Mamayek, Mandt and Wisker.
- John Himle of Himle Rapp & Company was the moderator of the Board retreat and had assisted the District in 2012/13 in assessing its governance issues and making recommendations for a new governance model for the District.
- Himle provided a brief overview of the governance assessment submitted to the Board in 2013. He noted that prior to the current structure adopted in 2013, there were 11 District Committees and six liaison/task force entities that operated in various degrees of frequency. The objectives of the 2013 restructuring were:
  1. Enhance the public's ability to monitor and engage with the MCWD.
  2. Achieve a better balance between the policy/strategic planning function of the Board vs. management issues and program implementation.
  3. Allocate staff resources to their highest and best use.
- It was further noted that the 2013 recommendation was to organize the jurisdiction of the 11 committees and six task forces into three committees:
  - Operations & Programs (3 members)
  - Planning & Policy (3 members)
  - Executive
  - In addition, temporary task forces/liaison committees could be created for specific needs, but it was assumed they would terminate after their work was completed.

- Himle also summarized the January 24, 2013 recommendations related to meeting frequency, decision-making process and Board vs. staff roles.
- The recommendations made to the Board in early 2013 were largely adopted and the MCWD has been operating with the new governance model since that time.

**BOARD DISCUSSION**

The following discussion is a summary/sample of comments expressed; it is not intended to suggest these are unanimous statements of opinion among all Managers.

***Current Structure – Positives:***

- General view the governance structure adopted in 2013 is working well, albeit with some weaknesses
- Issue are getting vetted well in Committees
- Board meetings are more efficient
- There is an opportunity in the Workshops to address larger picture issues facing the District
- Staff has more time for Watershed program management/implementation
- While there are more meetings than suggested in the 2013 restructuring proposal, overall, there are fewer meetings and they tend to complete their business earlier in the evening
- Budgeting process has worked under the new governance

***Current Structure – Mixed/Negatives:***

- Many view the current governance structure as a work in progress
- Some Board members may not be as thoroughly informed on issues outside their Committee jurisdiction
- Still too many meetings
- Some Committees meet even when the agenda is light – who is authorized to cancel a meeting/what’s the process?
- Should Operations and Programs Committee discuss more policy issues?
- Some concerns that the alignment of jurisdiction between the two Committees might need a refreshed review
- While the original recommendation was for the two main Committees to meet at the same time on the same evening, Managers see the need for senior staff to be able to attend both Committees and Managers want the flexibility to attend Committee meetings where they are not a member to become better informed on key issues before it comes to the Board

### ***Three Options Proposed for Discussion***

Himle summarized three governance options for the Board to consider and discuss:

- Option 1 – Retain Current Structure
  - Retain three current Committees
  - Continue to refine and evolve Committee scope and Board process
- Option 2 – Modify Current Structure
  - Retain three current Committees
  - Realign some Committee jurisdiction and responsibilities
- Option 3 – Move to Committee of the Whole
  - Terminate Operations/Programs and Policy/Planning Committees; retain Executive Committee
  - Create “Committee of the Whole” (comprised of all seven managers)
  - Full Board meets as Committee of the Whole to oversee operations, planning, budget and policy
  - 2 meetings/month: Committee of the Whole and full Board meeting
  - Full Board meeting takes final action after more in-depth discussion during Committee of the Whole
  - Program some full Board meetings for larger strategic/policy focus

The Board and staff offered several perspectives/comments and raised various issues related to all three governance options.

### **OUTCOMES**

1. At the end of the discussion, Himle asked all Managers to offer their preference among the three governance options presented. There was a unanimous view to retain the current structure – Option 1 – but to also consider some governance modifications to further define the roles of the two primary Committees, improve the governance process and ensure the Board is able to also focus on larger/emerging policy and strategic issues facing the Watershed.
2. It was decided the two primary Committees – Operations/Programs and Policy/Planning – will further discuss these governance issues and report back to the full Board with their comments and recommendations.