



## DECISION PAPER

### Board Governance

#### RECOMMENDATION:

**By Motion: Rescind 2020-2 and adopt 2020-3**

#### BACKGROUND:

An underlining goal for Board Governance documents is to provide a mechanism that helps define the interactions of the Board of Directors, staff, and Committees, to enhance the Board's oversight capabilities. An effective Governance policy also enables staff to effectively carry out the policies established by the Board. Having clear lines of responsibility and communication should enhance the Tahoe Donner Association's Board of Directors, staff, and Committee's ability to carry out the goals and objectives of the Association effectively and efficiently.

#### ANALYSIS:

In drafting the proposed Board Governance document, staff took into consideration existing requirements established through Davis Sterling, Tahoe Donner Association C&Rs, and best practices. A goal was to have the governance document be consistent with Davis Sterling. In addition, best practices related to board governance were also included. As the process of updating the governance document evolved, staff who regularly work with Board members and Board agenda's provided feedback, as did the Association Attorney.

The intent of the proposed updated governance document is not to diminish the work done by previous Boards regarding the current document, but rather to clarify and become more consistent with Davis Sterling, and include protocols that are intended to clarify lines of communication, roles and responsibilities, and reinforce best practices.

Some key points in the updated document include:

- Agenda to be established 14 days prior to the meeting – This enables staff adequate time to prepare decision papers or any other supporting documentation to support the agenda item.
- Board books/posted agendas – to be consistent with Davis Sterling, staff is proposing moving from 7 days to 4 days prior to a board meeting to have the agenda and board book published. This allows more time for staff to prepare decision papers and provide all supporting documentation.
  - Staff's goal will be to have everything posted by Friday evening for the following Friday meeting, however, moving to the 4-day deadline will allow flexibility in the off-chance staff needs additional time. As an example, an item could be posted Monday and still meet the 4-day posting requirement.





- If the Board is supportive of a 14-day agenda deadline, this would give staff approximately 10 days to prepare decision papers.
  - It is important to understand the typical process for a decision paper development and posting in the board book. Below is an example of the process:
    - 1) Agenda item established;
    - 2) Staff researches item then staff prepares decision paper with any supporting documents;
    - 3) Department director reviews document and in many cases sends paper back to staff for additional information / clarification, document then re-submitted to department director;
    - 4) Once approved by department director, documents forwarded to GM, GM may have additional comments which require document to be re-submitted;
    - 5) GM forwards document to Executive Assistant for final editing and posting.
  - 10 days to complete the process above can prove challenging depending on the scope of the decision paper. This is especially true for items which may be added at the proposed 14-day established agenda deadline. However, having this time should enable staff to gather information and prepare the documents for the Board.
- The section related to noticing requirement to increase the assessment more than 150% of the Bay Area CPI has been removed.
    - Important to note that Davis Sterling already requires 30-day notice prior to raising the assessment.
    - The Tahoe Donner Association C&Rs require 45 days, which is what we follow. Member comments and concerns are typically provided during the budget proceedings.
    - Staff will be preparing a Communication Plan which will address member outreach. The plan will address the budget process including the process in which assessments are evaluated during the Budget, and how members can comment / provide feedback on said process. It is anticipated for the plan to be in place prior to the 2021/2022 budget process.

Additional sections were also added to the Governance document including:

- Conduct of Meeting – Creates a written structure for how meetings are run.
- Board Governance Guidelines – Reinforces best practices of Board governance.
- Use of TD resources – To staff knowledge, this has not been an issue in the past, however, establishing clear protocols would avoid future uncertainties.

## **OUTREACH:**

N/A





**FISCAL IMPACT:**

There is no direct fiscal impact identified.

**ALTERNATIVE:**

The Board has a number of alternatives:

- 1) Add or delete certain items in the document. If this is the case, the Board will need to specify as to what changes they wish to make.
- 2) The Board may choose to continue this item to the September workshop or a future board meeting.

**ATTACHMENTS:**

- 1) 2019 - 3
- 2) 2020 - 2

Prepared by: David, General Manager, 8/17/2020

Reviewed by:

Board Meeting Date: 8/28/2020

General Manager Approval to Place on the Agenda: \_\_\_\_\_

