

## Board Meeting Governance Document

# LEADERSHIP

## Officers

Under the Organic Contract, Platte River must have at least five officers, consisting of a chair, vice chair, secretary, treasurer, and general manager. The chair and vice chair must be board members. The Organic Contract specifies the basic duties of each officer, but the board may also prescribe additional duties to any officer.

### Chair

The chair has the following privileges and duties:

1. Meeting director. The chair presides at all meetings of the board. The chair seeks to clarify any pending actions before the board votes. The chair is encouraged to restate motions, announce expectations for the meeting agenda, and recommend to the board the proper procedure for a particular course of action.
2. Parliamentarian. The chair is the meeting parliamentarian and decides all questions of process and procedure. The chair may consult with general counsel or administrative staff to assist in applying the rules of order. The board as a whole can appeal the chair's ruling.
3. Facilitator. The chair should generally encourage other board members to propose or second motions and lead initial discussions. The chair has the same rights as other board members to present and second motions and participate in board deliberations.

### Vice chair

In the absence of the chair (or if the chair is unable or refuses to act) the vice chair performs the duties of the chair and, when so acting, has all the powers and restrictions that apply to the chair.

### General manager and chief executive officer

The general manager is Platte River's principal executive officer, with full responsibility for its planning, operations, and administrative affairs according to policies and programs approved by the board.

### Treasurer

The treasurer serves as Platte River's financial officer and, as provided in the board-adopted fiscal resolution (and subject to law), is responsible for the receipt, custody, investment, and disbursement of Platte River's funds and securities and for other duties incident to the office of treasurer.

## Secretary

The secretary maintains Platte River's official records, including all resolutions and regulations approved by the board, the minutes of board meetings, and a register of the names and addresses of directors and officers. The secretary also issues notices of board meetings and attests and affixes the corporate seal to Platte River documents.

## Leadership team

The leadership team for the board is composed of the chair and vice chair. Ahead of board meetings the leadership team coordinates with the general manager/CEO and general counsel to review and provide direction on the pending and future agendas. Individual members of the leadership team may reach out to other individual board members ahead of meetings to discuss agenda items or other issues, but all outside-of-meeting conversations about Platte River business must be limited to two board members (because three or more would trigger open meetings and notice requirements). The leadership team may perform other responsibilities as directed by the board. Historically, the board has tried to rotate chair and vice chair responsibilities to provide opportunities for representatives from each of the owner communities to serve in leadership capacities.

## Committees

1. Defined Benefit Retirement Committee. Section 8.1 of the Platte River Defined Benefit Plan establishes a Defined Benefits Retirement Committee of six members, four of whom must be board members and two of whom must be members of Platte River's senior management. Under the plan, the general manager and the chief financial officer serve as the senior management representatives. Board representatives to the Defined Benefit Retirement Committee are nominated and elected at annual board meetings.
2. Audit committee. The board serves as Platte River's audit committee.
3. Other committees. The board may form additional temporary or standing committees of board members with assigned areas of responsibility, but committees made up of less than all board members cannot exercise board decision-making power.

# BOARD MEMBER CONDUCT

## Fiduciary duties

Neither the Organic Contract nor Platte River's governing statutes specify the duties board members owe to Platte River. Under the Colorado Corporate Code, a corporation's board members have duties of good faith and loyalty to the organization—that is, to act in a manner they reasonably believe to be in the best interest of the entity, with the same care a prudent person would use in similar circumstances. At a minimum, board members should: (1) avoid conflicts of interest and (2) make informed decisions. A personal conflict of interest exists when a board member (or someone close to the board member) stands to benefit (financially or possibly in other ways) from a matter coming before the board. This has rarely come up for Platte River board members, but were it to arise, the board member should promptly consult with general counsel.

In making informed decisions, board members can rely on information provided by staff or outside experts as long as they have no reason to believe the information is not reliable. Board members must not disclose Platte River confidential information they receive in their capacities as board members.

Board members may also encounter conflicts if they participate in multiple governing bodies. Serving on multiple bodies is not by itself a conflict of interest, but in their capacities as directors of Platte River, board members must act in Platte River's best interests. Should a board member confront the potential for divided loyalties in a matter that comes before the board, he or she should disclose the potential conflict to the rest of the board and abstain from voting on that matter.

## Ethical duties

Board members must adhere to the rules of conduct and ethical principles Colorado law has established for local government officials (such as Colorado Revised Statutes §§ 24-18-101, *et seq.*). Board members should consult with general counsel if they have questions about these rules.

## Communications on behalf of Platte River

Whether communicating through social media, media interviews or in other ways, board members must abide by the laws, policies, fiduciary duties and ethical obligations that govern them as board members. Individual board members should refrain from making public statements of opinion on behalf of Platte River. If a board member feels the need to comment publicly, best practices are to provide a disclaimer, such as “these statements reflect my personal views, not those of Platte River or its board of directors.”

# MEETING LOGISTICS

## Notice

Notices of meetings must be posted on the Platte River website no less than 24 hours ahead of each board meeting, but at least seven days' prior notice is preferable. Agendas are posted when available.

## Place and time

At each December board meeting, the board establishes the date and location of the annual and regular meetings for the next year. Notices of all meetings are posted in newspapers within the owner communities during January.

## Meeting agenda

1. Procedures for setting the agenda. The general manager/CEO is responsible for setting board meeting agendas, with input from the board. Each board meeting packet includes a planning calendar. The planning calendar generally identifies planned agenda items for each meeting through the end of the calendar year. Board members are encouraged to provide input to staff on future agenda items at each meeting. Even if not included on the planning calendar, items may be added to meeting agendas as necessary.

2. Standard order of the agenda. The standard agenda order is:

- Call to order
- Consent agenda, including approving minutes
- Public comment
- Committee reports
- Board action items
- Management presentations
- Management reports
- Monthly informational reports
- Strategic discussions
- Adjournment

In general, significant matters will be introduced in the “management reports” section of the agenda and may be expanded upon at later meetings as “management presentations.” When formal action is required, the final step will be a “board action item.”

3. Modifying the agenda. Once a meeting has convened, the board may modify the agenda by motion (which requires a second and affirmative vote of the board).

### **Distribution of meeting materials**

1. Board meeting agenda and materials (in hardcopy form if requested) will be distributed to each board member (and posted to Platte River’s website) at least seven days before each board meeting.
2. Visual material supporting presentations will be posted to Platte River’s website at least two days before each board meeting.
3. Confidential material will be distributed to board members with a “CONFIDENTIAL” designation (and, when circulated by email, with “#PRIVATE” in the subject line). When possible, the confidential materials will be distributed with the board packet, either in hard copy or electronically as requested.

### **Rules of order**

The basic rules of order for Platte River board meetings are summarized in Attachment A to this document.

### **Public hearings**

When conducting a public hearing the chair must describe the purpose of the public hearing and state any procedural rules for identifying witnesses and length of comments. The chair will open the record and accept public comment. The chair may exercise control of the hearing and may rule comments out of order and make other rulings to ensure orderly conduct of the hearing. Once members of the public have been allowed to comment the chair will close the record and move to other business.

## Public comment guidelines

Public comment at board meetings is at the board's discretion, rather than a legal requirement.

Generally, public comment will be limited to 30 minutes, with each speaker limited to three minutes.

When the number of speakers exceeds 10, speaking time is shared equally (30 minutes divided by the number of speakers). When there are more than 30 speakers, anyone unable to speak before time expires may submit comments by email.

The board chair may permit exceptions.

## Executive session

The Colorado Open Meetings Law allows the board to convene executive sessions in certain limited circumstances, such as discussions of transactions or matters subject to ongoing negotiations, conferences with legal counsel to receive legal advice, discussions of security arrangements or matters required to be kept confidential by law, and personnel matters. The general counsel can provide guidance about whether an executive session is permitted for a particular matter.

1. Vote necessary. Two-thirds of the quorum present must vote yes to convene an executive session for any of the purposes allowed by law.
2. Form of motion. Without compromising the purpose of the executive session, the motion must set forth in detail the matters to be discussed during the executive session, including the specific sections of the Colorado Open Meetings Law that authorize the executive session.
3. No formal action. The board may not take any formal action or adopt any proposed policy, position or resolution during an executive session.
4. Audio recording of executive session. Platte River must record all discussions in executive session (except when the discussions are privileged attorney-client communications). Audio recordings must be retained for at least 90 days.
5. Confidentiality. All board members and any others present in an executive session must protect the confidentiality of information gained in executive session (except as otherwise authorized by the board, required or permitted by judicial order, or required or permitted by law).

## Special meetings

Under Section 2.3.9 of the Organic Contract, any director (including the chair) may call a special board meeting.

## Meeting minutes

Minutes must be taken at any public board meeting at which the board may or does adopt any proposed policy, position, resolution or take other formal action. This includes regular, annual and special board meetings, as well as study sessions and board retreats (if there is the potential for formal action).

As noted above, Platte River must record executive sessions.

## OTHER BOARD RESPONSIBILITIES

### Continuity of management; periodic review of broad delegations

If the general manager/CEO resigns or retires, the chair is responsible for (1) communicating (through one-on-one outreach) the situation to the other board members and seeking their input on the process to replace the general manager/CEO, and (2) placing an agenda item on the next available board meeting agenda, including a special meeting if necessary, to determine a replacement process.

If the general manager/CEO position will be vacant for a time, the board must appoint an interim general manager (as provided in Section 2.4.3(v) of the Organic Contract). The deputy general manager serves as general manager/CEO until the board can appoint an interim general manager.

The board should periodically review any policies and resolutions that grant broad authority to the general manager—particularly when an incoming general manager first takes office—to confirm they continue to meet Platte River’s evolving needs. Examples of existing policies that grant broad authority include the Resource Diversification Policy, the Fiscal Resolution, the water resources policy, and the employee total compensation policy.

### Representation of Platte River

The board will make an appointment if a membership organization or related business organization requires a board member to represent Platte River’s interests. Otherwise, the general manager appoints employees of Platte River to participate in industry-related organizations.

## ORGANIC CONTRACT

Attachment B to this document summarizes Organic Contract provisions that may bear on meeting procedures and board member responsibilities.

# ATTACHMENT A

## Board meeting basic rules of order

These basic rules of order govern annual, regular and special board meetings. These rules of order are based upon Robert's Rules of Order, Newly Revised, but have been modified as necessary to conform to existing board practices and the Organic Contract. For example, while passage of some motions listed below requires a two-thirds vote under Robert's Rules of Order, under the Organic Contract all board motions, except a motion to go into executive session, require the affirmative vote of only a majority of the directors present (provided a quorum is present). The Organic Contract also defines the procedure to resolve a deadlock.

If there is a question of procedure not addressed by these rules, the chair may refer to Robert's Rules of Order for clarification or direction, but following Robert's Rules of Order is not mandatory. These rules govern if they conflict with Robert's Rules of Order, but if they conflict with the Organic Contract, the Organic Contract governs.

### 1. MAIN MOTIONS

- a. Main motions are used to bring business before the board for consideration and action.
- b. A main motion can be introduced only if no other motion or business is pending.
- c. All main motions require a second and may be adopted by majority vote of the directors present at a meeting at which a quorum is present, except a motion to go into executive session, which requires a two-thirds vote of those present.
- d. Any director may make or second a main motion, including the chair.
- e. After a motion has been made and seconded, the chair will allow time for discussion.
- f. A main motion is debatable and may be amended.

### 2. SUBSIDIARY MOTIONS

Subsidiary motions may apply to another motion to modify it, delay action on it, or dispose of it. The forms of subsidiary motions are as follows:

- a. Motion to amend. The point of a motion to amend is to modify the wording and, within certain limits, the meaning of a pending motion before the pending motion itself is acted upon.
  1. A motion to amend, once seconded, is debatable and may itself be amended once.
  2. Once a motion to amend has been seconded and debated, it is decided before the main motion is decided.
  3. Rejection of a motion to amend leaves the pending main motion worded as it was before the amendment was offered.
  4. Certain motions to amend are improper and the chair may so determine.
    - An amendment must be "germane" to be in order. To be germane, an amendment must in some way involve the same question that is raised by the motion to which it is applied. An amendment that is not germane to the original motion is improper.

- A motion that would make the adoption of the amended question equivalent to a rejection of the original motion is improper.
  - A motion that would make the question as amended identical with, or contrary to, one previously decided by the board during the same session, or previously considered and still not finally decided, is improper.
5. A director's vote on an amendment does not obligate the director to vote in a particular way on the motion to which the amendment applies.

b. Motion to postpone to a certain time.

1. A question may be postponed either to consider it at a more convenient time or because debate has shown reasons to delay a decision until later.
2. This motion can be made regardless of how much debate there has been on the motion it proposes to postpone.
3. A motion to postpone can be debated only to the extent necessary to enable the board to determine whether the main motion should be postponed and, if so, to what date or time.
4. Similarly, a director can move to amend a motion to postpone only to change the date or time to which the main motion should be postponed.

### **3. FRIENDLY AMENDMENTS**

A "friendly" amendment is a change in the wording that enhances and strengthens the original motion. Friendly amendments acceptable to those who made and seconded the main motion do not require a second and are permissible any time before a vote is taken on motions to amend the main motion.

### **4. WITHDRAWAL OF A MOTION.**

After a motion has been seconded and stated by the chairperson it belongs to the board as a whole. The maker must request the board's permission to withdraw the motion. If one or more board members object to the request, a majority of the board must consent to the withdrawal of the motion.

## ATTACHMENT B

### Excerpts from the Organic Contract

The following summarizes Organic Contract provisions that may bear on meeting procedures and board member responsibilities:

1. Number and selection of directors. Each owner community is represented by two board members. The mayor of each owner community is designated as a board member. Any mayor may designate some other member of the owner community's governing body to serve in place of the mayor. The governing body of each owner community appoints one additional board member. (Organic Contract Sections 2.3.1 and 2.3.2)
2. Terms of directors. The mayor of each owner community, or the member of the owner community's governing body designated by the mayor, serve as a director throughout his or her term as mayor. The terms of the appointed directors are staggered. Each appointed director serves a term of four years from the date the director's predecessor's term expired. (Organic Contract Section 2.3.3)
3. Removal of directors. A mayor must relinquish his or her seat on the board upon leaving the office of mayor. A member of the owner community's governing body designated to serve in place of a mayor may be removed at any time by the mayor, with or without cause. Any director appointed by the governing body of an owner community may be removed at any time by the governing body, with or without cause. (Organic Contract Section 2.3.4)
4. Compensation. Directors do not receive compensation for board service but may be reimbursed their actual expenses to attend board meetings and for expenses otherwise incurred on behalf of Platte River. (Organic Contract Section 2.3.6)
5. Annual meetings. An annual board meeting must be held within the first 120 days in each year, within Fort Collins at a place designated in the notice of the meeting. The purpose of the annual meeting is to elect officers, pass upon reports for the preceding fiscal year, and transact other business that comes before the board. (Organic Contract Section 2.3.7)
6. Regular meetings. The board may provide for the time and place for regular meetings by resolution without notice to the directors other than the resolution adopting the meeting schedule. (Organic Contract Section 2.3.8)
7. Special meetings. The chair or any director may call a special board meeting. The secretary must notify each director not less than seven days and not more than 35 days before the date fixed for the special meeting. Special meetings are held at the time and place (within Colorado) determined by the chair or the director calling the meeting. (Organic Contract Section 2.3.9). Note that by statute notice periods may be as short as 24 hours. Occasionally special meetings may be scheduled on notice shorter than seven days. This is typical for special meetings to authorize bond issuances.
8. Notice of meetings. Notice of the annual board meeting or any special board meeting must be delivered to each director either personally or by mail, not less than seven days and not more than 35 days before the date fixed for the meeting. (Organic Contract Section 2.3.10)

9. Waiver of notice. A director may waive any required meeting notice by written waiver. A director's attendance at any board meeting constitutes the director's waiver of notice of the meeting (except if the director attends the meeting for the purpose of objecting to the transaction of business because the meeting was not properly convened). (Organic Contract Section 2.3.11)
10. Quorum. The presence of five directors constitutes a quorum to transact business. The act of a majority of the directors present at a meeting with a quorum present is the act of the board. (Organic Contract Section 2.3.12)
11. Attendance by teleconference. Directors may attend and fully participate in any meeting by teleconference. (Organic Contract Section 2.3.13)
12. Vote in case of deadlock. If the board is deadlocked and unable to obtain a majority vote (provided a quorum is present), any director may require a "weighted vote." For a weighted vote, each director is assigned voting power equal to one-half of the following ratio:
  - a. The dollar amount of electric power and energy purchased from Platte River during the 12-month period ending with the close of the billing period for the month two months before the month of the deadlocked meeting and paid for by the owner community appointing the director  
  
*divided by*
  - b. The dollar amount of the electric power and energy purchased from Platte River and paid for by all owner communities during the same 12-month period.(Organic Contract Section 2.3.14)
13. Duties. The board's duties include the following:
  - governing the business and affairs of Platte River
  - exercising the powers of Platte River
  - complying with the Colorado Local Government Budget Law
  - adopting a fiscal resolution
  - obtaining the services of independent certified public accountants to examine the financial records and accounts of Platte River on an annual basis and to provide a report to the board
  - keeping minutes of board proceedings.(Organic Contract Section 2.3.15)
14. Officers. The officers of Platte River consist of a chair, vice chair, secretary, treasurer, general manager and any other officers and assistant officers the board may authorize to perform duties as assigned by the board. The chair and vice chair must be board members. The other officers of Platte River need not be board members. (Organic Contract Section 2.4)