

MINUTES OF THE MEETING
OF THE
BOARD OF DIRECTORS EXECUTIVE COMMITTEE
OF THE
SAN ANTONIO RIVER AUTHORITY
AUGUST 11, 2008

The Executive Committee of the SAN ANTONIO RIVER AUTHORITY Board of Directors was called to order by the Committee Chairman, Mr. Thomas G. Weaver at 10:03 a.m., Monday, August 11, 2008, at the General Offices of the San Antonio River Authority, 100 East Guenther Street, San Antonio, Bexar County, Texas.

Ms. Sally Buchanan, Secretary, called the roll and certified a quorum present as follows:

Sally Buchanan	Present
A. D. Kollodziej, Jr.	Present
Gaylon Oehlke	Present
Roberto Rodríguez	Present
Adair Sutherland	Present
Thomas G. Weaver	Present

Staff members present were:

Suzanne B. Scott, General Manager
Steve Graham, Assistant General Manager
John Chisholm, Director of Operations
Steve Raabe, Director of Technical Services
Susan Eason, Director of Internal Resources
Larry Anderson, Director of Support Services
Sharon McCoy-Huber, Finance Manager
Karen Bishop, Communications Program Developer
Debra Oates, Administrative Services Supervisor
Lupe Sanchez-Moreno, Executive Assistant

Others present were:

David Ross, Legal Counsel

Mr. Weaver called for **Agenda Item 5: INTRODUCTION OF VISITORS.** Ms. Moreno announced that there were none.

Ms. Scott announced Larry Anderson as the Director of Support Services.

Mr. Weaver called for **Agenda Item 6: CITIZENS TO BE HEARD.** Ms. Moreno announced that there were none.

Regarding Agenda Item 7: APPROVAL OF THE MINUTES OF THE EXECUTIVE COMMITTEE MEETINGS HELD ON JUNE 18, 2007, AND JUNE 20, 2007

Subsequent to posting Public Notice, staff determined that the referenced meetings had been captioned as follows, with the minutes for both approved at the regular meeting of the Board of Directors held on August 15, 2007:

APPROVAL OF THE MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS HELD ON JUNE 18, 2007

APPROVAL OF THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS HELD ON JUNE 20, 2007

No action is needed on this item. Previously approved and filed under special meetings.

ITEMS FOR INDIVIDUAL CONSIDERATION

Mr. Weaver called on Karen Bishop and David Ross for **Agenda Item 8: PRESENTATION, DISCUSSION AND APPROPRIATE ACTION REGARDING ARTICLE IV, SECTION 2, OF THE BYLAWS OF THE SAN ANTONIO RIVER AUTHORITY**

Article IV, Section 2, governs by whom and how special meetings may be called and how notice of special meetings is provided to the Board of Directors.

Currently, Article IV, Section 2, stipulates as follows:

Written notice of any special meeting must be transmitted by registered or certified mail to each member of the Board of Directors and to the General Manager by the person or persons calling said special meeting. Such written notice shall be mailed not later than five (5) days prior to said special meeting and receipt of said notice may be waived in writing by the Directors present at a special meeting of the Board of Directors if there are present thereat at least seven (7) Board members.

Staff recommends eliminating the registered/certified mailing requirement, replacing “mailed” with the word sent, and adding the following highlighted language to supplement the notice and waiver language above:

~~Written notice of any special meeting must be transmitted by registered or certified mail to each member of the Board of Directors and to the General Manager by the person or persons calling said special meeting. Such~~ wWritten notice shall be mailed **sent to the Board of Directors** not later than five (5) days prior to said special meeting; provided, however, that written notice of such special meeting ~~and receipt of said notice~~ may be waived in writing by the Directors present at a special meeting of the Board of Directors if there are present **at least seven (7) Board members. Attendance at any regular board meeting prior to the special board meeting during which the special meeting is announced and approved by the Board, as well as attendance at any special meeting and/or the approval of the minutes of any special meeting, constitutes a waiver of the requirement for notice of the special meeting.**

The changes above continue to ensure that the Board is duly notified of special meetings while eliminating the added postage and staff costs associated with processing registered/certified mailings and providing the Board more options for waiving notice requirements.

Staff recommended a motion indicating Executive Committee support for presenting to the San Antonio River Authority Board of Directors a recommendation to eliminate the registered/certified mailing requirement, to replace the word mailed with the word sent, and to incorporate the additional options for waiving Board notice requirements.

Mr. Weaver called for said Motion. Ms. Buchanan so moved, seconded by Mr. Oehlke, motion carried unanimously.

Mr. Weaver called on Karen Bishop, Debra Oates and David Ross for **Agenda Item 9: PRESENTATION, DISCUSSION, AND APPROPRIATE ACTION REGARDING REVISIONS TO THE SAN ANTONIO RIVER AUTHORITY'S BYLAWS AND EXECUTIVE OFFICE POLICIES, INCLUDING POLICY NUMBER EO 0003, THE PROFESSIONAL SERVICES/CONSULTANTS POLICY**

Staff has reviewed the River Authority's bylaws and policies and has noted the need for several updates. Attached for the Committee's review are the updates recommended by staff.

Generally, the revisions are minor, for example updating department names and staff titles, reorganizing to bring discussions of like subjects together, and modifying to achieve consistency of word use. The bylaws also incorporate gender neutral pronoun usage and eliminate reference to specific provisions of other laws, for if those laws change, the bylaws would also have to be amended.

Some of the more substantive revisions are listed below:

Bylaws:

- i. Article 1, Section 4: revised to reflect that the Board Secretary shall attest to the minutes of all Board Committee meetings, not just the Executive Committee meetings. (13:30)
- ii. Article II, Section 3(a): modified to include a generic reference to an intergovernmental buy board (15:55)
- iii. Article II, Section 3(b): deleted Section 3(b) regarding notice requirements within the General Manager's contracting authority, so that if the SARA Board were to vote to follow other state law governing contracting authority, the Board would not be in conflict with its bylaws. (16:49)
- iv. Article III, Section 2: modified to reorganize Fiscal Committee's authorities related to the annual audit and auditor's report with other Fiscal Committee authorities.
- v. Article III, Section 4: expanded to reflect scope of Operations Committee to include review and recommendations regarding park services, watershed management, water resources, utility services, and technical services.
- vi. Article IV, Section 1: modified to expand the Board's options for scheduling regular meetings.
- vii. Article IV, Section 2: See recommendations in the preceding agenda item addressing Special Meetings.

- viii. Article VI, Section 7: modified to reorganize Fiscal Committee's authorities related to the annual audit and auditor's report with other Fiscal Committee authorities.
- ix. Article VIII, Section 1: revised to delete reference to successor directors dictated by the SARA Act; also modified to expand the Board's options for acting upon the election ordinance.
- x. Article VIII, Section 2: Staff is researching a possible increase of the \$100.00 candidate application fee; no changes are to be recommended for this bylaw during the meeting.
- xi. Article VIII, Section 3: Modified to be consistent with the Ordinance calling the election.
- xii. Article IX, Section 1: revised to eliminate reference to the 1961 election.
- xiii. Article IX, Section 2: edited to provide more flexibility in providing notice of the tax rate to the county clerks of SARA's District.
- xiv. Article XIII: modified to provide Board more flexibility in the amendment of the bylaws.

Policies:

- i. EO 0001, Code of Ethics: ". . . responsible to people in the River Authority's district" changed to ". . . responsible to the citizenry of the River Authority's District." (Copy of this policy will be distributed at the Committee meeting.)
- ii. EO 0003: Selection, Monitoring and Evaluation of Professional Services/Consultants:
 1. Procedures, Section 2A: Modified to stipulate the qualifications on which professional services selections will be made.
 2. Procedures, Section 2C: Expanded to add procedures when professional services contracts are expected to cost \$10,000 or less.
 3. Procedures, Section 2D: Modified procedures for professional services contracts expected to cost \$10,001 to \$50,000.
 4. Procedures, Section 2E: Modified procedures for professional services contracts expected to cost over \$50,000.
 5. Section 3A: Replaced "that are of significant importance to the Board" with more specific categories of professional services items, costing \$50,000 or less, of which staff are to inform the Board.
- iii. EO 0012: Communications Procedures of the San Antonio River Authority Board of Directors, Procedures, Section 5, Bullet 1: Modified to include General Manager's designee.

Staff and legal counsel will be available during the meeting to address the Committee's questions about the recommended changes.

Staff recommended a motion indicating Executive Committee support for presenting to the San Antonio River Authority Board of Directors the recommended bylaws and policies updates for approval.

Mr. Weaver called for said Motion. Ms. Sutherland so moved, seconded by Ms. Buchanan, motion carried unanimously.

Mr. Weaver called on Karen Bishop for **Agenda Item 10: PRESENTATION, DISCUSSION AND APPROPRIATE ACTION REGARDING THE PURPOSE, USE, AND POSSIBLE**

REORGANIZATION OF THE SAN ANTONIO RIVER AUTHORITY'S BYLAWS AND EXECUTIVE OFFICE POLICIES

In addition to its enabling legislation, the San Antonio River Authority (SARA) governs itself through bylaws and policies. SARA's bylaws generally address Board governance, whereas its executive office policies contain both Board- and staff-related rules of conduct.

As a result, Board members who wish to review rules governing the conduct of its affairs must refer both to SARA's bylaws and its executive office policies.

SARA staff researched the practices of other river authorities and water agencies and found that the common practice is for boards to have a single set of rules governing their conduct, with a separate set governing staff conduct.

According to SARA's legal counsel, this practice is a good organizational strategy for our agency to adopt.

SARA staff recommends revising SARA's governance tools as follows:

- i. Bylaws will relate strictly to Board governance;
- ii. Policies will relate specifically to staff governance;
- iii. Where both the Board and staff are to be governed on the same issue, the Board's rules will be documented in the bylaws and staff's through policies.

As an example under the scenario recommended above, Executive Office Policy EO 0004, Director Conferences, Expense Reimbursement and Fees—which exclusively addresses Board procedures—would be deleted from SARA's policies and incorporated into the Board's bylaws.

Staff recommended that the Executive Committee authorize staff to move forward with the development of bylaws and policies which separates, respectively, the governance of the affairs of the Board of Directors and those of the River Authority staff.

Mr. Weaver called for said Motion. Ms. Buchanan so moved, seconded by Mr. Kollodziej, motion carried unanimously.

Mr. Weaver called on Karen Bishop for **Agenda Item 11: PRESENTATION, DISCUSSION, AND APPROPRIATE ACTION REGARDING THE PREPARATION AND DISTRIBUTION OF BOARD MEETING AGENDAS, MINUTES, AND THE BOARD OF DIRECTOR HANDBOOK**

Board Agendas

To increase management accountability for and efficiencies in the preparation of the Board's agenda packets, SARA has implemented a database-driven software system specifically designed for agenda preparation. This software, called AgendaQuick, operates from its own server, preventing delays to other mission-critical resources as packets are being compiled and making it possible for SARA to begin posting the complete agenda packet on the Internet.

There are a number of benefits to posting meeting agenda packets on SARA's web site and to providing the packets to the Board through the Internet:

- i. More comprehensive meeting information is made available to the public;
- ii. The lag time between staff's completion of the agenda packets and Board members' receipt of the packets through the mail is eliminated;
- iii. As an agency with an environmental mission, SARA has an opportunity to further reduce its reliance on paper and plastic CD disks.
- iv. This method more fully utilizes AgendaQuick's capabilities.

Staff will be requesting the Executive Committee's support in presenting to the Board of Directors a recommendation for authorization to post the full agenda on SARA's web site in lieu of mailing agenda packets to each Board member.

Meeting Minutes

Section 551.021 of the Government Code requires that

- (1) A governmental body shall prepare and keep minutes or make a tape recording of each open meeting of the body.
- (2) The minutes must:
 - (a) State the subject of each deliberation; and
 - (b) Indicate each vote, order, decision, or other action taken.

Historically, staff has converted the agenda captions with write-ups, minus attachments, into the minutes, and have added Board action, instruction to staff, and an overview of any discussion deemed particularly significant. More recently, staff has begun to reflect all questions and instructions of the Board, followed by staff's responses, as well as an overview of citizen comments.

For the following reasons, staff recommends streamlining the minutes to consist only of the caption and Board action, plus brief overviews of citizen comments:

- i. This method is more consistent with the requirements of Section 551.021 of the Government Code.
- ii. This method eliminates the guesswork involved in assessing what is and what is not important to the Board members from their various meeting discussions;
- iii. From an external review perspective, a streamlined approach is a more prudent approach.

Under the method outlined above, Executive Office staff would continue to ensure that Board instruction issued during Board or Board committee meetings is communicated to the appropriate staff and appropriately acted upon.

Staff will be requesting the Executive Committee's support in presenting to the Board of Directors a recommendation for authorization to streamline Board and Board committee meeting agendas to consist strictly of the caption, the action, and a brief overview of any citizen comments.

Board of Director Handbook

Each Board member has been issued a Board of Director Handbook consisting of bylaws, policies, and the five-year plan. When issued the handbook, Directors also receive a full printout of the Open Meetings Act, the budget book, and other materials central to the Board's conduct of River Authority affairs.

Staff has concerns that this handbook does not sufficiently meet the Board's needs, particularly the needs of new Board members.

Staff is requesting the Executive Committee's authorization to form a short-term committee, comparable to the Nominating Committee, for the purpose of reviewing current Handbook contents and providing recommendations for improvements, which staff would implement. Staff recommends that this committee consist of no more than five Board members, at least one of whom has been sworn in since the last general election.

Staff asked that the Executive Committee support presenting to the Board of Directors a recommendation for authorization to post the agenda packet on SARA's web site in lieu of mailing agenda packets to each Board member; for authorization to streamline Board and Board committee meeting agendas to consist strictly of the caption, the action, and a brief overview of any citizen comments; and authorization to form a short-term committee, consisting of no more than five Board members, at least one of whom has been sworn in since the last general election, to review current Handbook contents and to provide recommendations for improvements, which staff would implement.

Mr. Weaver called for said Motion. Mr. Kollodziej so moved, seconded by Ms. Buchanan, motion carried unanimously.

Mr. Weaver called for **Agenda Item 12: ITEMS FOR FUTURE CONSIDERATION**

Ms. Scott would like to begin the process to prepare for the legislative session.

Mr. Weaver called on Ms. Scott for **Agenda Item 13: GENERAL MANAGER'S REPORT**

Ms. Scott shared a letter from the City of McAllen thanking SARA for their support in the aftermath of Hurricane Dolly. The NAFSMA Annual Meeting will take place from August 25-28th in Napa. September 2nd at 2pm, there will be a public meeting. Ms. Scott asked Mr. Chisholm to answer Mr. Kollodziej's question regarding a policy in the event of a natural disaster. Mr. Chisholm has looked at staffing levels, equipment and assured the Board that he would not want to jeopardize our normal operating day in the event that SARA agrees to help. Mr. Weaver felt that Staff and the General Manager will use good judgment. Ms. Scott assured

the Board that everything will be tracked so that if there is any disaster relief, SARA would get the expenditures reimbursed.

Mr. Weaver called for **Agenda Item 14: NEXT MEETING DATE**. Ms. Scott reported that the next Executive Meeting is to be held on Monday, September 8, 2008.

There being no further business, Ms. Sutherland motioned to adjourn. The meeting was adjourned by Mr. Weaver, Chairman, at _____.

PREPARED AND RECOMMENDED FOR APPROVAL BY THE MANAGER.

SUZANNE B. SCOTT, General Manager

**APPROVED BY THE EXECUTIVE COMMITTEE AT THE MEETING HELD ON
SEPTEMBER 8, 2008.**

THOMAS G. WEAVER, Chairman

ATTEST:

STEPHEN T. GRAHAM, Assistant Secretary