

**MEMORANDUM**  
**Comfort Lake-Forest Lake Watershed District**

**To:** Board of Managers  
**From:** Mike Kinney  
**Subject:** Governance Manual Revisions

**Date:** March 7, 2022

**Background/Discussion**

The purpose of this agenda item is to consider approving several revisions to the [Governance Manual](#). These revisions include various updates to language in the “[General Governance Policies & Schedule](#)” and “[Policies Concerning Roles and Responsibilities of Managers](#)” sections, and renumbering of District policies.

Language Updates:

General Governance Policies & Schedule:

- Per Diem: At the January 27<sup>th</sup> regular board meeting, managers discussed several proposed changes to the governance manual relating to manager per diem. Since that time, with District counsel's drafting assistance, Manager Anderson has prepared a set of changes for manager discussion.
- Resolution 22-02-03: At the February 24<sup>th</sup> regular board meeting, managers adopted resolution 22-02-03 delegating certain authority to enter into grant agreements to the District Administrator. This authority would be noted in the governance policy document.

Policies Concerning Roles and Responsibilities of Managers:

- Manager Anderson proposes revisions believed to be consistent with manager discussion for the sections related to the liaison policy and the policy as to manager involvement in supporting actions.

Renumbering of District Policies:

While reviewing the Governance Manual staff discovered some discrepancies related to the way policies have been numbered and formatted. While renumbering the policies and adding uniform headers is more of a housekeeping item, staff believe it makes sense to include these items in the current revision of the Governance Manual. All policies will have the following header applied:

Policy No.: \_\_\_\_\_  
Policy Title: \_\_\_\_\_  
Adopted by: \_\_\_\_\_  
Date Adopted: \_\_\_\_\_  
Date(s) Amended: \_\_\_\_\_  
External Requirements: \_\_\_\_\_

Here is a list of all current policies that are being renumbered and formatted. No changes will be made to the language or content of the policies.

<b>Policy #</b>	<b>Name</b>	<b>Program</b>	<b>Date</b>
<b>1000 - Administration</b>			
1000-1	General Governance Policies & Schedule	General Administration: Internal Control	2019
1000-2	Public Purposes Expenditure Policy	General Administration: Internal Control	2015

# MEMORANDUM

## Comfort Lake-Forest Lake Watershed District

1000-3	Investment and Depository Policy & Procedures and Internal Controls Manual	General Administration: Internal Control	2015
1000-4	Fund Balance Policy	General Administration: Internal Control	2015
1000-5	Credit Card Policy	General Administration: Internal Control	2015
1000-6	Data Practices Policy and Procedures	General Administration: Internal Control	2015
1000-7	Policy for Management of Permit Fees, Financial Assurances and Abandoned Property	General Administration: Internal Control	2015
1000-8	Policies Concerning Roles and Responsibilities of Managers	General Administration: Internal Control	2019
1000-9	Electronic Signature Policy	General Administration: Internal Control	2022
<b>3000 - Programs</b>			
3000-1	Policy and Procedures for Enforcement of District Permitting Rules	Program Administration: Permitting (3002)	2008
3000-2	Policy and Procedures for Site Inspections as part of District Permit	Program Administration: Permitting (3002)	2008
3000-3	Policy and Procedures for Invoicing Permittees	Program Administration: Permitting (3002)	2020
3000-4	Vehicle, Equipment, and Safety Policy	Program Administration: General (3000)	2020
<b>5000 - Projects</b>			

Staff also discovered two policies from 2008 that have since been superseded by newer policies. It is the recommendation of legal counsel that these policies be formally withdrawn so that it is clear which policies are active. The policies to be withdrawn are:

- Policy #1: Data Practices Policy → Incorporated into the Governance Manual in 2015 as Policy #1000-6 Data Practices Policy and Procedures
- Policy #2: Conflict of Interest Policy → Incorporated into the Governance Manual in 2015 under Bylaws Article 1-Section 3: Conflict of Interest and included in Policy #1000-3 Investment and Depository Policy & Procedures and Internal Controls Manual.

### Recommended Action

Manager \_\_\_\_\_ moves to approve the revised governance manual as presented and formally withdraw the following Internal Financial Control policies from 2008.

- Policy #1: Data Practices Policy
- Policy #2: Conflict of Interest Policy

Seconded by Manager \_\_\_\_\_.

**Attached:** Applicable redlined sections of the Governance Manual

Policy No.: 1000-1

Policy Title: General Governance Policies & Schedule

Adopted by: Board of Managers

Date Adopted: August 27, 2015

Date(s) Amended: April 8, 2019 & March 10, 2022

External Requirements:

**Comfort Lake – Forest Lake Watershed District  
General Governance Policies & Schedule**

Adopted August 27, 2015

Amended April 8, 2019

The following general governance policies help ensure sound administration of CLFLWD business and continued focus of CLFLWD resources on protection and improvement of the water resources in the Comfort Lake – Forest Lake watershed.

**II. Contracting** a. By Resolution 15-04-01, the Board of Managers has delegated to the administrator the authority to enter contracts for CLFLWD programs and projects up to \$20,000, provided that the authority may not be exercised in serial fashion to exceed the delegated authority as to a particular contract. The authority may be adjusted by board resolution.

b. By Resolution 22-02-03, the Board of Managers has delegated to the administrator the authority to apply for grants, and execute and perform grant agreements, providing funding to the CLFLWD of up to \$40,000, where the CLFLWD does not thereby obligate itself to a local share in excess of \$20,000.

**III. Per diems** a. Managers may receive a per diem for participation in a meeting of the Board of Managers and for other necessary duties in accordance with relevant provisions of state law and the CLFLWD bylaws.

b. The term “necessary duties,” as used in paragraph III.a, is defined as follows:

- (i) A noticed business or workshop meeting of the Board (regular, special or emergency meeting), or of a formally established committee of the Board;
- (ii) A meeting of the official body of an entity for which the manager is an appointed liaison, or of Metro MAWD;
- (iii) A meeting or other event that is not primarily social, that the manager has been authorized to attend by the Board, the president (as to managers other than the president), or the administrator;
- (iv) Time spent performing work in support of Board activity and as authorized by the Board, including in a work group capacity, where such time has aggregated to at least four hours; and
- (v) Substantial time spent in preparation for a Board meeting, to a maximum of one such event per meeting, ~~and two such events per month.~~

c. Managers should prepare claim forms for per diem and expenses in duplicate. The original should be submitted to the ~~treasurer-administrator~~ to be processed and approved in the same manner as other claims against CLFLWD. A managers are encouraged to submit a claim for an expense must be submitted within 60 days of the date the expense was incurred and, except that for a claim under paragraph III.b(iv), will be submitted within 60 days of the last activity to which the per diem applies. A claim within a given calendar year is to be submitted by January 31 of the following year. The manager will retain a copy for his or her personal records. All forms, including those in support of per diem under paragraph III.b(iv) or (v), will contain a description of the activity.

d. A manager may receive only one per diem per day of service to CLFLWD, and only if the manager is not receiving a per diem from another governmental entity for the service activity in question.

Policy No.: 1000-8

Policy Title: Policies Concerning Roles and Responsibilities of Managers

Adopted by: Board of Managers

Date Adopted: April 8, 2019

Date(s) Amended: \_\_\_\_\_

External Requirements: \_\_\_\_\_

**COMFORT LAKE - FOREST LAKE WATERSHED DISTRICT**  
**Policies Concerning Roles and Responsibilities of Managers**  
Adopted April 8, 2019

1. Policy Concerning External Communications

a. Bylaws, Article I, Section 6, states:

The president is authorized to speak on behalf of CLFLWD. No other manager may speak on behalf of CLFLWD unless authorized to do so by the Board of Managers.

The meaning of this provision is that only the president, or another manager as authorized by the Board, may represent the position of the Board to external parties.

b. Managers are encouraged to communicate with the CLFLWD's public and private partners, its constituents, and others with an interest in the CLFLWD's activity, and to actively participate as a liaison to the CLFLWD's partner units of government. Doing so promotes productive relationships, and knowledge of and support for the CLFLWD's goals and work. In addition, the Board affirms that by serving on the Board, a manager does not abandon the right to express his or her own views on the CLFLWD's business or matters relevant to it. In doing so, however, the manager shall always be clear that he or she is speaking in his or her personal capacity, and is not representing the position of the Board or the CLFLWD.

c. A manager who is contacted by a constituent with respect to a specific matter that concerns or may concern the CLFLWD may talk or meet with the constituent, but may not commit to a position or course of action by the CLFLWD. The manager shall advise the CLFLWD administrator of the matter or, if the administrator is not available and the matter is urgent, the president.

d. Notwithstanding paragraph 1.c, the president may direct the administrator, and may make a limited commitment of CLFLWD personnel resources or funds, to address a matter if, in the president's judgment, the action is prudent to respond to an urgent matter before the Board of Managers reasonably can meet. The president will inform the other managers and the administrator of the matter and the action taken. The administrator in consultation with the president, or a manager pursuant to the Bylaws, Article III, may call a special meeting for the Board to consider the matter.

e. To promote awareness of matters in the community relevant to CLFLWD interests, all managers shall keep the Board and administrator reasonably informed as to communications with external parties concerning CLFLWD business.

2. Policy Concerning Officer Positions

a. Bylaws, Article II, provides for annual election for the offices of president, vice president, treasurer, assistant treasurer and secretary.

b. The Board of Managers recognizes two principles underlying the holding of offices. The first is that CLFLWD Board performance benefits when an office is held by a manager who has an aptitude and interest in the office, and has had the opportunity to become knowledgeable in performing the duties of the office. The second is that

Board performance benefits when managers have had the opportunity to hold different offices and to understand the operation of the Board and the CLFLWD from the different perspectives this affords. In seeking office and voting for officers, managers will be mindful of these principles.

### 3. Liaison Policy

a. On advice of the Board, the president annually will name a liaison to each city and township wholly or partly within the CLFLWD, the Washington Conservation District and the Chisago Soil & Water Conservation District, ~~and~~ the Citizens' Advisory Committee, and such other organizations as the Board may select. For continuity, a manager may serve as a liaison for consecutive years.

b. The CLFLWD administrator will advise each named body of the Board liaison to that body and the contact information for the liaison.

c. The liaison will establish and maintain communication with appropriate representatives of the body and attend meetings of the body, as the liaison finds reasonable and appropriate so as to remain apprised of the activities of the body pertinent to water resource matters. With respect to the CLFLWD's cities, the Board finds that a liaison should undertake to attend at least three city council meetings annually.

d. ~~On advice of the Board, t~~The president ~~annually~~ will ~~name~~serve as the personnel liaison. The liaison shall serve as an informal Board point of contact and sounding board for the CLFLWD administrator. The personnel liaison is not a personnel committee within the meaning of the Employee Manual.

### 4. Policy as to Manager Involvement in Supporting Actions

a. The Board at any time may designate one or more managers to perform a task or function to support the Board where the circumstances do not warrant that a standing committee be created. The performance of the task or function may or may not be subject to the Minnesota Open Meeting Law, as counsel may advise. A manager performing such work may request a per diem in accordance with paragraph III.b(iv) of the General Governance Policies.

b. Attendance at Metro MAWD meetings supports the District's work by allowing managers to learn of other watershed district practices, share information about water resource matters with managers of other districts, and coordinate with other districts in efforts to achieve water resource goals that serve the District. Managers are encouraged to attend Metro MAWD meetings and may request a per diem for attendance in accordance with paragraph III.b(ii) of the General Governance Policies.

c. Managers are encouraged to attend other structured meetings, presentations and educational events that will enhance a manager's capacity to perform as an officer or a member of the Board. A manager may not request a per diem for such attendance unless it has been authorized in advance by the Board, the president (as to managers other than the president), or the administrator. On a manager's timely advance request, the CLFLWD administrator will include authorization on the next Board meeting agenda.