

BEAR RIVER WATER CONSERVANCY DISTRICT
BOARD MEETING POLICIES AND PROCEDURES

ARTICLE 1
BACKGROUND

1.1 Policy: This document shall be known as the Bear River Water Conservancy District (the “District”) Board Meeting Policy (the “Policy”).

1.2 Purpose: The Policy establishes guidelines for meetings of the District Board of Trustees (the “Board”), including how meetings are to be convened, how they are to be conducted, and how minutes are to be prepared and approved.

ARTICLE 2
COMPLIANCE WITH STATE LAW

2.1 Application of the Open and Public Meetings Act: In adopting the Policy, the Board recognizes the application of the Open and Public Meetings Act, Utah Code Ann. (“UCA”) §§ 52-4-101 *et. seq.* as it may be modified, amended, superseded or replaced from time-to-time (the “Act”). Any inconsistency or conflict between this Policy and applicable provisions of the Act shall be governed by the Act.

2.2 Definitions: The definitions stated in UCA § 52-4-103 are incorporated herein by reference, as are definitions stated in the Utah Procurement Code, Title 63G, Chapter 6a of the Utah Code.

ARTICLE 3
TYPES OF MEETINGS

3.1 Annual Meeting: The annual meeting of the Board shall be held in March of each year, generally on the 4th Wednesday. The officers of the District shall be elected during the annual meeting. The annual report of District activities shall be given at the annual meeting, along with the previous year’s audit report if the report is available. If the audit report isn’t available, it will be presented to the Board as soon after the annual meeting as practicable.

3.2 Regular Meeting Schedule: The District Board will, either shortly prior to or at the beginning of each calendar year, establish an annual meeting schedule, including the date, time and location of each regular Board meeting through the year, and give public notice of the annual meeting schedule as required by law. Notwithstanding the foregoing, any meeting may be rescheduled at the request or on the affirmative vote of a majority of the Board, with notice of the rescheduled meeting to be provided as stated in Section 6.1. The approved annual schedule of regular meetings of the Board shall be posted in a conspicuous location at the District office.

3.3 Special and Emergency Meetings: The Board may hold special and emergency meetings, provided that they are properly called and notice is given as provided in Section 6.1. No emergency meeting of the Board may be held unless an attempt has been made to notify all of the members of the Board and a majority of the Board approves holding the meeting. A special meeting of the Board may be called by the Chair and an emergency meeting may be called either by the Chair or by the General Manager. Any Board Member or the General Manager may request that a special meeting of the Board be held, but the approval of the Chair will be required. In the absence of the Chair, the Vice Chair may call or approve either a special meeting or an emergency meeting of the Board. In the absence of the General Manager, any person designated by the General Manager may call an emergency meeting of the Board.

ARTICLE 4 PLACE OF MEETINGS

4.1 Regular Meeting Place: Meetings of the Board will generally be held at the principal place of business of the District.

4.2 Change of Meeting Location: The Board may change the location of a meeting as deemed necessary or appropriate. Any change of meeting location shall be properly noticed.

ARTICLE 5 CONDUCT OF MEETINGS

5.1 Agenda: An agenda shall be prepared for every meeting of the Board. Any person or organization desiring to be heard by the Board may contact the General Manager of the District at least ten (10) days prior to the meeting and provide the subject desired to be discussed and the reason for the request. If deemed appropriate by the Chair or the General Manager, the subject may be included on the Board meeting agenda. Each topic to be considered by the Board shall be listed with reasonable specificity as an agenda item, but a topic raised by a member of the public may be discussed (but not acted upon by the Board) at the discretion of the Trustee chairing the meeting even if it is not listed as an agenda item. Any Board meeting agenda may include a "public comment", or its functional equivalent, agenda item and topics may be identified in the agenda using general references as long as they are sufficiently specific to inform the public of the issue or general area to be considered. The agenda of a meeting of the Board may be amended to include additional subjects at the request of any Trustee, even though notice of the meeting has already been given, if the amended notice is posted and given in accordance with the requirements of Section 6.1 at least 24 hours before the scheduled time of the meeting.

5.2 Meeting Procedure: All meetings of the Board shall be open to the public unless closed upon the affirmative vote of at least two-thirds of the Trustees present at the meeting, provided that a quorum is then present, pursuant to UCA §§ 52-4-204 and -205. Meetings may, at the discretion of the Chair, be conducted using "Robert's Rules of Order" to maintain orderly and productive meetings. Unless the Chair or Vice-Chair, as appropriate, is participating in the meeting via electronic communication, each meeting of the Board will be conducted by the Chair, if present, or by the Vice-Chair in the absence of the Chair. If neither the Chair nor the Vice-Chair

is physically present (but there is still a quorum) a Trustee who is physically present at the anchor location will preside over the meeting. The Trustee chairing the meeting may discuss every matter coming before the Board, make, second and vote on motions, and otherwise fully participate in the meeting.

5.3 Quorum: A simple majority of the Board shall constitute a quorum for the transaction of Board business. A Trustee who is not physically present may nevertheless participate in the meeting through electronic means and be counted toward the required quorum in accordance with UCA § 52-4-207. Any Trustee participating via electronic means may make, second and vote on all motions and participate in the discussion as though present, except that the Trustee who chairs the meeting must be present at the anchor location.

5.4 Board Decisions: The action of a majority of the Trustees present at a meeting at which a quorum is present shall be the action of the Board, unless applicable law or the District's Bylaws require a greater number of affirmative votes.

5.5 Public Participation: Time for public comment may, in the discretion of the Chair, be allowed at any meeting of the Board in accordance with the following:

- a. Each speaker will be expected to state his or her name and address before directing comments to the Board.
- b. The public comment portion of a meeting is not a question and answer session. Rather, it is intended to enable the Board to receive testimony and input from the public. Any member of the public who has questions regarding any aspect of the District's operations is encouraged to meet with the General Manager or an appropriate staff member outside of the meeting, including staying after the meeting has been adjourned.
- c. The Chair shall have discretion in allotting time to each speaker according to the circumstances including, but not limited to, the number of people desiring to speak and the amount of business to be conducted by the Board.
- d. Once a speaker has been informed that his or her allotted time is up, the speaker will be expected to finish the sentence and relinquish the floor. If the speaker wants to say more, the speaker may meet privately with staff and may also continue his or her remarks at the next Board meeting during which public comments are accepted.
- e. Speakers are encouraged to avoid repetition and, where a group is present, to designate a spokesperson to speak for the group. In the interest of economy and the orderly conduct of a meeting, the Chair may ask any speaker who is merely restating points if he or she has any new information for the Board. If the speaker does not have new information, the speaker may be asked to relinquish the floor to another speaker who has new information.

- f. A speaker wishing to address a particular line item on the meeting agenda should designate the agenda item being discussed at the beginning of the remarks. Comments regarding agenda items will take priority over the discussion of non-agenda items. Persons may, however, be allowed to discuss any relevant matter during the public comment portion of a Board meeting, even if the matter is not otherwise identified as an agenda item.
- g. It is the intent that public comments generally be directed to the Board only during the public comment portion of the agenda, if there is one, or during a public hearing. Nevertheless, the Chair may, in the Chair's discretion, direct questions to experts in attendance and may allow brief public comment during the discussion of a specific agenda item.
- h. To encourage public comment on matters before the Board, signed letters and written statements that are short enough to be read aloud in three minutes or less may, in the discretion of the Chair, be read into the record during the public comment portion of a Board meeting.

5.6 Expulsion From a Meeting: The right to attend and observe a public meeting does not include the right to otherwise participate in that meeting unless it is a public hearing. Public participation in District Board meetings is a privilege granted by the Board in the interest of open government, but is not a right. Any person who willfully disrupts a Board meeting to the extent that the orderly conduct of the meeting is seriously compromised may be removed from the meeting. Should the person refuse to leave the meeting when asked to do so by the Chair, security personnel or law enforcement officials may be called to remove the person.

5.7 Closed Meetings: Except as otherwise provided in this Section 5.7, all meetings of the Board are to be open to the public. No resolution, ordinance, rule, regulation, contract or appointment may be approved during a closed meeting. A meeting, or a portion of a meeting, may be closed to the public upon the affirmative vote of two-thirds of the Board Members present at the meeting, provided that a quorum is then present. A meeting may be closed for any of the reasons specified in UCA § 52-4-205 as follows:

- a. A discussion of the character, professional competence, or physical or mental health of an individual.
- b. A strategy session to discuss collective bargaining.
- c. A strategy session to discuss pending or reasonably imminent litigation.
- d. A strategy session to discuss the purchase, exchange, lease or sale of real property (including water rights and water stock) if public discussion of the transaction would disclose the appraisal or estimated value of the subject property or prevent the Board from completing the transaction on the best possible terms provided, however, that before the sale of real property may be discussed during a closed meeting, public notice that the property will be offered for sale must have been

given, and the terms of the sale must be publicly disclosed before the Board approves the sale.

- e. A discussion regarding the deployment of security personnel, devices or systems.
- f. Investigative proceedings regarding allegations of criminal misconduct.
- g. Certain deliberations when the Board is acting in the capacity of an evaluation committee or as a protest officer, as those terms are defined in UCA § 63G-6a-103, under the Utah Procurement Code.
- h. A consideration of information designated as a trade secret, as defined in UCA § 13-24-2, if consideration of the information is necessary in order to properly conduct a procurement under the Utah Procurement Code.
- i. A discussion of information provided during a procurement process if, at the time of the meeting, the information may not, under the Utah Procurement Code, be disclosed to a member of the public or to a participant in the procurement process and the Board needs to review or discuss the information to properly fulfill its role and responsibilities in the procurement process.

5.8 Conduct of a Closed Meeting: Before a meeting may be closed, a motion to close the meeting must be approved, in an open public meeting with a quorum in attendance, by a two thirds majority vote of those Trustees who are present. The reason or reasons for closing the meeting, the location where the closed meeting will be held, and the vote, by name, of each Trustee for or against the motion to close the meeting is to be announced during the open portion of the meeting and be reflected in the minutes of the open meeting. Except as specifically authorized by law, no subject which is not listed in Section 5.7 may be discussed or considered during a closed meeting. The identity of the specific person whose character, competence or health is to be discussed, the identity of the parties to pending or reasonably imminent litigation, or the identity of property which the Board is considering purchasing, exchanging or leasing need not be stated in the motion to close the meeting or in the public portion of the meeting where such disclosure might infringe on the confidence necessary to fulfill the purpose of closing the meeting. Only the Trustees, and those persons designated by the Board, may be present during a closed meeting.

5.9 Electronic Meetings. A meeting may be convened and conducted by means of telephonic, telecommunications, or computer conference by satisfying the requirements of UCA § 52-4-207 as follows:

- a. One or more “anchor locations” must be established for all electronic meetings. The anchor location is the physical location from which the electronic meeting originates or from which the participants are connected. At least one anchor location for an electronic meeting must be in the building where the Board would normally meet if not holding an electronic meeting.

- b. Public notice must be given of each electronic meeting as provided in Section 6.1 by posting written notice at the anchor location(s) and providing written or electronic notice to at least one newspaper of general circulation in Box Elder County and to a local media correspondent and by posting the notice on the Utah Public Notice Website.
- c. Notice must also be given to all Board members at least 24 hours before the meeting.
- d. All meeting notices must include a description of how the Trustees will be connected to the electronic meeting.
- e. Notwithstanding anything to the contrary in the Policy, the Chair, or the Vice-Chair in the Chair's absence, may determine, based upon budget or logistical considerations, that it is not in the best interest of the District to hold an electronic meeting, in which event the meeting will not be held as an electronic meeting.
- f. A quorum of the Board need not be present at a single anchor location for an electronic meeting to be held. As few as one Trustee may be present at the anchor location, provided that all other requirements of this Article 5 and of UCA § 52-4-207 are satisfied for a meeting to be held as an electronic meeting, and further provided that the Trustee who chairs the meeting must physically be present at the anchor location.
- g. The Chair, or the Vice-Chair in the Chair's absence, may restrict the number of separate electronic connections that are allowed for an electronic meeting based on available equipment capacity.
- h. Space and facilities must be provided at the anchor location(s) so that all interested persons may attend and monitor the open portions of the meeting. In addition, if the meeting is a public hearing or if comments from the public will otherwise be accepted during the electronic meeting, space and facilities must be provided at the anchor location(s) so that interested persons and the public may attend, monitor and participate in the hearing or other portion of an open meeting when public comments will be accepted.
- i. The primary purpose for holding electronic meetings is to enable members of the Board to participate in the meeting electronically. Nevertheless, provision may be made for a member of the public to monitor an open meeting of the Board through electronic means, provided that the member of the public so requests in writing at least three days prior to the meeting, and further provided that the District will not be required to acquire any equipment, facilities or expertise which the District does not already possess in order to accommodate the request. Furthermore, the request from a member of the public may be denied by the Chair, or the Vice-Chair in the Chair's absence, based on budget, public policy or logistical considerations deemed sufficient by the Chair or Vice-Chair.

- j. Notwithstanding anything to the contrary in this Article 5, with the exception of a public hearing, the general public and other interested persons need not be provided an opportunity to participate in, as opposed to attend and monitor, an electronic meeting of the Board.

ARTICLE 6

PUBLIC NOTICE OF MEETINGS AND PUBLIC HEARINGS

6.1 Regular or Special Meeting Notice: Not less than 24 hours' advance public notice, including the agenda, date, time and location, will be given for each regular and special meeting of the Board, by posting a written notice at the principal office of the District, providing the notice to at least one newspaper of general circulation in Box Elder County (or to a local media correspondent), which notice may be provided by facsimile transmission or any other reasonable means, and posting the notice on the Utah Public Notice Website created under UCA § 63F-1-701.

6.2 Emergency Meeting Notice: If, due to unforeseen circumstances, it is necessary for the Board to hold an emergency meeting to consider matters of an emergency or urgent nature, the notice requirements of Section 6.1 may be disregarded and the best notice practicable will be given. An attempt must be made to notify all of the Trustees and a majority of the Trustees must assent to the emergency meeting. Attendance at an emergency meeting shall conclusively demonstrate assent to the meeting by a Trustee unless the sole purpose of the Trustee's attendance is to object to the meeting and the Trustee so declares, on the record, at the beginning of the meeting.

6.3 Additional Electronic Meeting Notice Requirements If any Trustee will participate in the meeting through electronic means, in addition to providing notice as provided in Section 6.1, the notice requirements of UCA § 52-4-207(3) must be satisfied, including providing notice to all Trustees at least 24 hours before the meeting, including in all meeting notices a description of how the Trustees will be connected to the electronic meeting, and posting written notice at the anchor location.

6.4 Public Hearing Notice: Public hearings shall be noticed in the same manner as regular meeting notices **in addition** to satisfying statutory requirements applicable to the particular public hearing.

6.5 Notice of Schedule Changes: Excepting emergency meetings, changes made by Board approval to the annual meeting schedule, including date and time, changes to the place of a meeting, or changes to the agenda, shall be properly noticed no later than 24 hours prior to the meeting start time.

6.6 Notice to the Board: The Trustees are to receive notice of all regular and special meetings at least three (3) days prior to the meeting unless an emergency meeting is called. The notice shall include the date, time and location of the meeting, the agenda, and a draft copy of the minutes from the previous meeting for review (if available). District staff shall make every reasonable effort to give notice of an emergency meeting to the Trustees in a timely manner. Any Trustee may waive

the foregoing requirements and the attendance of a Trustee at any Board meeting shall constitute such waiver.

ARTICLE 7

MINUTES and RECORDINGS

7.1 Open Meetings: Written minutes and a digital or tape recording shall be kept of all open meetings of the Board in accordance with law. Draft minutes shall be prepared by the person designated by the Board. The written minutes are to include the date, time and location of the meeting; the names of Trustees present and absent; the substance of all matters proposed, discussed or decided; a record of the individual votes taken; the name of each person who, after being recognized by the Chair, presented testimony or comments and the substance in brief of the testimony or comments (this requirement may be contingent upon the person identifying himself or herself for the record); and any other information that is a record of the proceedings of the meeting that any Trustee requests be entered in the minutes. The recording is to be a complete and unedited record of the meeting from its commencement through adjournment. Within three business days after an open meeting is held, an audio recording of the meeting will be made available to the public for listening. Pending minutes shall be marked or stamped to indicate that they have not yet been approved by the Board and are subject to change, and shall be made available to the public within a reasonable time after the Board meeting that is the subject of the pending minutes. Final, approved written minutes will be made available to the public within three business days after approval by the Board. Even though open meetings are recorded, the written minutes, once approved by the Board, shall be the official record of action taken during the meeting.

7.2 Closed Meetings: The reason or reasons for holding a closed meeting, the location where the closed meeting will be held, and the vote cast by each Trustee by name, either for or against the proposition to close the meeting, are to be publicly announced and entered in the minutes of the open portion of the meeting.

7.3 Sworn Statement: If the Board closes a meeting exclusively to discuss the character, professional competence or physical or mental health of an individual or to discuss the deployment of security personnel, devices or systems, the person presiding at the closed meeting shall sign a sworn statement affirming that the sole purpose for closing the meeting was to discuss (a) the character, professional competence or physical or mental health of one or more individuals; or (b) the deployment of security personnel, devices or systems. Notwithstanding anything to the contrary in this Policy, neither a recording nor written minutes are required for a closed meeting that satisfies the requirements of this Section 7.3. A sample Affidavit is attached to this Policy as Attachment "A".

7.4 Closed Meeting Recordings and Minutes: If the Board closes a meeting for any purpose other than as specified in Section 7.3, the closed portion of the meeting must be recorded and the recording must be safeguarded and maintained indefinitely. The recording of a closed meeting is to be complete and unedited from the commencement of the closed meeting through adjournment of the closed meeting. Recordings of closed meetings are to be separate from recordings of any open meeting or open portion of a meeting and are to be maintained in or converted to a format

that meets-long term records storage requirements. While a recording of a closed meeting may be required, written minutes of the closed meeting are not mandatory. However, if written minutes of a closed meeting or a closed portion of a meeting are prepared, they will be maintained separately from any open meeting minutes. The recording and any minutes of a closed meeting are to include the date, time and place of the meeting; the names of Trustees present and absent; and the names of all others present except where the disclosure would infringe on the confidentiality necessary to fulfill the original purpose of closing the meeting. Notwithstanding anything to the contrary in this Policy, in any other applicable policy of the District, or in the Government Records Access and Management Act, UCA §§ 63G-2-101 *et. seq.* (“GRAMA”), recordings and written minutes of closed meetings are protected records to be disclosed only pursuant to a court order as provided in UCA § 52-4-304. A person who knowingly or intentionally violates Utah law regarding the protected status of such recordings or minutes may be subject to criminal penalties.

7.5 Approval of Minutes: Minutes are not “official” until they have formally been approved by the Board. With the exception of minutes of the closed portion of a meeting, all approved minutes of the District are public records and shall be available for review and public inspection within a reasonable time after the Board meeting to which they relate. Until they are approved by Board motion, minutes are to be marked as being a “draft” or “not yet approved” or equivalent. Approved minutes of an open Board meeting will be made available to the public within three business days after approval.

7.6 Recording of Open Meetings: With limited exceptions, the District is required to record all open Board meetings (and most closed Board meetings). Any other person in attendance may record all or any part of an open meeting, provided that the recording does not interfere with the conduct of the meeting. The District’s recording of a meeting is to be maintained for such period of time as specified in the District’s approved records retention schedule. If the District has not adopted its own records retention schedule (with approval from State Archives), the records retention schedule established by State Archives for municipalities (or for local districts, should State Archives approve a standard records retention schedule for such districts) shall apply to open Board meeting recordings, after which time the recording may be erased or destroyed and any tape or other recording device may be reused. The recording of a meeting is to be a complete and unedited record from the commencement of the meeting through adjournment of the meeting. A recording of an open meeting is a public record and shall be available to the public for listening within three business days after the meeting to which the recording relates.

7.7 Site Visits: Notwithstanding any contrary requirement in this Policy, a recording of an open meeting that is a site visit or a traveling tour is not required provided that no vote or other action is taken by the Board.

ARTICLE 8 ANNUAL TRAINING

The Board Chairman is responsible, under UCA § 52-4-104, to ensure that the Trustees are provided with annual training on the requirements of the Act. The training may be “in-house” or may be satisfied through attending the annual convention of the Utah Association of Special

Districts or other training provided by the Association or by the office of the State Auditor (including “on line” training) or by the Association and the State Auditor acting jointly, or by attending any other training approved by the Chair.

ARTICLE 9 APPLICATION OF THE POLICY

Neither this Policy nor the Act shall apply to any chance meeting or social meeting of any Trustees provided, however, that such chance meeting or social meeting shall not be used to circumvent this Policy. Similarly, any number of Trustees not constituting a quorum and not vested with authority to make any decisions regarding the District’s business may meet and may discuss District business, and any Trustee may transmit electronic messages to other Trustees when the Board is not convened in an open meeting. Otherwise, this Policy shall apply to all regular, special and emergency meetings of the Board.