

## **CALL TO ORDER**

At 12:00 PM, Chairman Foster called the July 21, 2015 Special Board Meeting of the Moses Lake Irrigation and Rehabilitation District to order. The record shows that all Board Members were present. General Manager, Chris Overland was also present. Legal Counsel, Brian Iller was available by telephone should the need arise. The record indicates that this meeting was recorded. The Pledge of Allegiance was then recited.

## **DISCUSSION OF AGENDA ITEM(S)**

Chairman Foster called on the Board of Directors and the audience for a discussion on any agenda items and nothing was brought forward.

## **APPROVAL OF THE AGENDA**

Chairman Foster called on the Board of Directors to approve the agenda. Director Perry then made a motion to approve the agenda as presented. Director Teals seconded the motion. The motion was then carried unanimously.

## **ACTION ITEMS**

Chairman Foster announced that he discussed with Legal Counsel, Brian Iller, the best way to go about any questions they needed legal advice on since he would not be attending. The Board of Directors would take notes on any questions they come across and would discuss them with Legal Counsel, Brian Iller at the end of the meeting or at a later time. The MLIRD Bylaws & Governance Policy was then reviewed and discussed in detail by the Board of Directors related to changes they may like to make. Changes made during the special board meeting to the MLIRD Bylaws & Governance Policy are below and in order with the corresponding page numbers:

On page 2, Chairman Foster questioned the third paragraph on whether the Board of Directors needs to review the MLIRD Bylaws & Governance Policy on an annual basis. Director Perry said she copied it from the School Board's policy because they have new members elected often, and that was the reason it was reviewed every year. After much discussion, it was decided to leave it as-is.

On page 3, line two in the second paragraph, the word "independently" should not be capitalized. The last line in the second paragraph, the word "school" before board member was removed. Chairman Foster also wanted to discuss the fifth bullet under the heading "Beliefs". He feels when the board makes a decision, personal opinions end there. Both Director Perry and Vice Chairman Bailey believe that there is still freedom of speech, and even though they will support the board decision, they don't have to agree with it. They decided to leave bullet five under "Beliefs" as-is. After thorough discussion later in the meeting about page 3, it was decided to take the entire page 3 associated with 'Code of Ethics' and 'Beliefs' out of the MLIRD Bylaws & Governance Policy.

On page 4, the table of contents is numbered incorrectly.

On page 5, Vice Chairman Bailey stated that under 1.B., the District's Mission Statement needs to have a quotation at the end of the statement. It was agreed to add the end quotation after RCW 87.84. They also agreed to strike the word "also" in the last sentence of 1.B.

On page 5, the Board of Directors had a question in regards to section 1.C.3. and if it should be Robert's Rules of Order or the MLIRD Bylaws & Governance Policy. This will be directed to Legal Counsel, Brian Iller.

On page 6 and 7, a discussion took place on sections 2.A.3., 3.B. and 3.C. Chairman Foster wanted to know the reasoning behind 3.B. He thought it may be because if it is not included in the MLIRD Bylaws & Governance Policy then the Board of Directors won't be able to enforce it. Vice Chairman Bailey wanted to strike section 2.A.3. because it talks about the attendance in section 3.C. Chairman Foster disagreed and wanted 2.A.3. left in because it is the only area in the policy that discusses discipline. Director Perry asked what if when a board is divided, if two board members don't want to vote on a matter, they don't attend the meeting, and there isn't a quorum, so nothing goes forward. Vice Chairman Bailey asked if there is an RCW that states board members have to make a percentage of all meetings. Chairman Foster added that not only attendance but if a board member is constantly disruptive or showing up an hour late to meetings, is there something in the RCW's that covers any discipline matters. This question was added to the notes to be discussed Legal Counsel, Brian Iller.

On page 7, section 3.D. was then discussed. Chairman Foster questioned what happens if there are technical difficulties with the recorder and the meeting cannot be recorded. Director Perry asked if it could just be stated in the minutes that the meeting was not recorded due to technical difficulties. It was then decided to change the word "shall" to "may".

On page 8, Vice Chairman Bailey had a question on 3.F. Vice Chairman Bailey said he reads it as holding the board members to a different standard. Chairman Foster disagreed and said it is not only for board members, but employees and the public. Director Dexter asked the question if there is an RCW on audience and board performance. This question was added to the notes to be discussed Legal Counsel, Brian Iller.

On page 9, discussion was had on item 5.A. Chairman Foster said the General Manager has been sending out the meeting packet via email including the agenda, meeting minutes from the month before, the check register, vouchers and any other information on the Friday before a meeting. Chairman Foster was under the impression that 5.A. was talking about the meeting packet and not just the agenda. General Manager, Chris Overland said that a rough draft agenda can be sent out by Wednesday, and then the meeting packet with everything attached can be sent out the Friday before a meeting.

On page 10, Chairman Foster pointed out that in section 5., the paragraphs don't make sense the way they are arranged. The paragraphs were then rearranged, and B. became D., C. became B., and D. became C. In the last sentence in the new paragraph B., Chairman Foster asked that there be a period added after any Board member. He also wanted "or any person attending the Board meeting" taken out.

On page 10 and 11, Vice Chairman Bailey asked if section 6. is about Robert's Rules of Order and if so why is it in there. Chairman Foster said he wasn't sure, and the question was added to the notes for Legal Counsel, Brian Iller.

On page 12, Chairman Foster asked if section 8. could be printed and placed next to the sign in sheet at every Board meeting. It was discussed and realized that section 8. has already been being placed on every audience member's seat before the meeting along with a current agenda.

On page 12, at the end of 8.A. and 8.C., Vice Chairman Bailey wanted the sentence "The length of discussion may be limited by the chair." added to both.

On page 16, Chairman Foster did not like the way section 15.11. reads. After discussion, they changed the word "Secretary" to "Chair", added a period after

"to act" and removed the words "when not acting as the Chair." It was also decided to strike the words "Role of" in the title of section 15.

On page 18, section 5. is covered under section 9. So after some discussion, it was decided to strike section 5. In doing so, the numbers were all changed to keep them in sequence.

On page 19, Chairman Foster had found a typographical error. On the new section 16.9. there is an indent where there should not be.

On page 23, Chairman Foster wanted to discuss paragraph 3. He believes the Board of Directors should not be allowed to call contractors and ask questions. It was then decided to eliminate the words "or contractors" from that paragraph. Chairman Foster either wanted to strike the whole paragraph or change District Employees to District Manager. After even more discussion on if it was okay for the board of directors to ask questions to district employees, it was decided to eliminate section 20.B.3 altogether.

One page 24, Vice Chairman Bailey brought up that section 21.C.5. and section 23.A. on page 26, were very similar. Everyone agreed and section 21.C.5. was eliminated. With this elimination, the numbers below were changed to stay in sequence.

On page 27, Vice Chairman Bailey had a concern with the last paragraph in section 23. He believes the two sentences are in conflict with one another. After discussion, it was decided to eliminate the last paragraph in section 23.

On page 29, the word "Superseded" in section 27. was misspelled and corrected.

After the Board of Directors finished reviewing the MLIRD Bylaws & Governance Policy, Legal Counsel, Brian Iller was not available, so questions were to be discussed with him at a later time. Vice Chairman Bailey made a motion to approve the MLIRD Bylaws & Governance Policy subject to the approval of Legal Counsel, Brian Iller and after any questions that needed to be discussed with Legal Counsel were answered. Director Dexter seconded the motion. Discussion on the motion followed, and it was decided to wait and hear back from Legal Counsel, Brian Iller with the answers to their questions. Approval of the MLIRD Bylaws & Governance Policy may take place at the next regular board meeting. Vice Chairman Bailey withdrew his motion, and Director Dexter withdrew his second.

## **ADJOURNMENT**

The meeting was adjourned at 1:49 PM.

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Jeffrey B. Foster, Chairman

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Bill Bailey, Vice Chairman

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Mary Perry, Director

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Kris Dexter, Director

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Richard Teals, Director

By: \_\_\_\_\_  
Secretary to the Board of Directors

Transcribed By: \_\_\_\_\_