

# GOVERNANCE COMMITTEE

Wednesday, June 14, 2023

## MEETING MINUTES

**CALL TO ORDER:** 5:30 PM

**ROLL CALL:** Mike Lyons, Holly Price, Dave Wehner

Also in attendance: Park Director John Piepsny and about 5 other attendees, as well as several attendees by Zoom

### WORK SESSION:

#### 1) Oviatt House

Mr. Lyons stated that he hadn't had much time to review the documents, but that the Oviatt House Inc. (OHI) grant requires a lease. Mr. Wehner asked why the committee should review the agreement if there is always a lease. Ms. Price stated that the OHI restoration agreement is much more detailed than the lease.

Mr. Lyons mentioned that quarterly reporting by OHI is still needed so that RJRD can monitor the progress of the restoration, and Ms. Price commented that a verbal report is specified in the agreement.

Mr. Wehner stated that part 3, covering RJRD ownership, needs to be totally rewritten, striking "written" in item 6.

A discussion of the restoration agreement and the lease details followed.

Mr. Wehner initiated a discussion of insurance, referring to page 5, section 10. He stated that this needs to be clarified with Ben Sutton at Sutton Insurance because "control" and "ownership" are different. The board needs to verify that the insurance coverage is still correct.

Additional comments included the following:

Mr. Wehner: #8 is dated, since OHI is already a 501(c)(3) organization.

Ms. Price: p. 2, #56 mentions a park director; what happens if there is no park director?

Also, on p. 5, #12, line 4, is it necessary to list "volunteers"?

Mr. Wehner replied that "guests and representatives" covers that.

Mr. Lyons brought up the cooperative use agreement and the nondisturbance and estoppel agreement, stating that these need to be looked at all together. The state commission requires a use interest agreement, and a copy of that is needed. As fee simple owner, the RJRD must agree to the commission's use interest agreement. Mr. Lyons read portions of the document. The committee must make sure that all conditions are being met and that RJRD is aware of the cooperative use agreement.

Mr. Wehner mentioned that in part 12 of the restoration agreement, the board cannot include the language “including reasonable attorney’s fees”. Ms. Price responded that the committee should follow up to be sure all points are still valid and should see the grant agreements and insurance. Mr. Wehner mentioned a Cultural Project Cooperative Use Agreement.

## **2) Bylaws**

Another review is due following the partially completed review from a previous effort. The committee needs to compare the bylaws with the statute and needs to acknowledge portions that were established when the district was formed.

The treasurer section needs some changes to the fiscal officer portion, the audit portion, and annual financial statements. Ms. Price stated that the document should not give the treasurer authority to approve his or her own work if there is also a fiscal officer. Mr. Wehner mentioned that the annual report is done by an outside firm.

A review of officer, employees, meetings, and revised code followed. It was determined that emergency meetings need to be defined.

Mr. Wehner brought up the vice-chairperson position. Language should be added or retained to list the method of notifying the public of necessary communications. A brief discussion followed of who is authorized to execute contracts.

The committee discussed the procedure for meetings. 24-hour notice is required, except in the case of an emergency. In Article VI, Section 8, Robert’s Rules are not strictly required for governing bodies this small.

For Article VII, Finance, Mr. Lyons stated that it needs to be cleaned up and simplified.

## **3) Friends MOU**

The committee will wait on this until the next meeting in August.

## **4) General scope of Governance Committee**

This was determined to be the Strategic Plan, especially the Structure Champion program, and the review of policies.

**ADJOURNMENT:** Ms. Price motioned and Mr. Wehner seconded adjournment at 7:11 p.m.

Submitted By:

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Polly Wheeler, Administrative Coordinator

Approved:

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Mike Lyons, Governance Committee chair

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Governance Committee member