



Board of Trustees
Minutes of Special Meeting
Thursday, January 15, 2015
12:00 P.M.
Board Room
Minden-Gardnerville Sanitation District
1790 Hwy. 395
Minden, Nevada

Board Members Present:

Raymond Wilson
Barbara Smallwood
Mark Dudley
Michael King
Robert Allgeier

Staff Members Present:

April Burchett

Others Present:

Wayne Carlson

Board Members Absent :

None

Meeting called to order at 12:00 p.m. by Ray Wilson, Chairman.

Public Comment: - There was no public comment.

Board Training – Presented by Wayne Carlson, POOL/PACT. Wayne Carlson gave PowerPoint presentations on the following:

- I. Ethics in Government, Rules to Live By as a Nevada Public Official:
 1. Public Policy: Public office is a public trust for the sole benefit of the people. Public officers and employees must avoid conflicts of interest between their private interests and public duties.
 2. Training: All public officials and employees must receive training in Nevada Ethics Law. The Ethics Commission has published a manual that satisfies this requirement, and an acknowledgement of ethics training should be placed in each employee's personnel file. Employees must be provided ethics standard training within 30 days of their hire date, and the training is available through POOL/PACT's E-Training
 3. Applicability: The Ethics Law applies to elected officials and employees, even if appointed or under contract or with or without compensation and regardless whether acting, temporary or interim.
 4. A public officer or employee shall not:
 - a. Seek or accept any gift, service, favor, employment, engagement, emolument or economic opportunity that would tend improperly to influence the impartial discharge of public duties.



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- b. Use his/her public position to negotiate for, secure or grant unwarranted privileges, preferences, exemptions or advantages for self or any business entity in which he has a pecuniary interest or a commitment in a private capacity to the interests of that person.
 - c. Accept any compensation from any private source for performance of public duties.
 - d. Bid on or contract with the agency whom he serves as a public officer. Discussion followed regarding a contractor not being able to bid on projects if he is an elected official, with an exception made if the elected official is a sole source provider in a small town. Wayne stated that the key is "Disclosure".
 - e. Use information available to the public to further his own significant pecuniary interests or the interests of others. Wayne noted that the 2013 changes to the ethics law emphasized "significant" in the statutes.
 - f. Suppress any official governmental documents because it might tend to affect unfavorably his significant pecuniary interests.
 - g. Use governmental time, property, equipment or other facility to benefit his significant or pecuniary interest except limited use if authorized. A couple of copies would not be considered significant. Bob Allgeier asked who decides what is significant, and Wayne responded that the Ethics Committee makes that determination.
 - h. Use official position to benefit personal pecuniary interests or contracts. Discussion followed regarding a local contractor serving on the commissioners and what he would need to disclose. Wayne stated the contractor can vote if it impacts all contractors across the board, such as contractors' fees, but must disclose that he is affected first. Discussion followed regarding Sarah King as an employee and Mike King as an elected official. Wayne stated that Mike can vote on a general pay increase for all employees, but if it's a pay increase specifically for Sarah, then he can't vote on it. Ray pointed out that our legal counsel stated that he can't vote on any salary decision, and Wayne stated it's a stricter interpretation of the law, but it would eliminate any ethical question. Mike asked if he can participate in a discussion, Wayne stated after he discloses the relationship, he can. But if there is any doubt, don't vote.
5. Sole source exception: A public officer cannot sell goods or services to the agency, unless he is the sole source of supply of the goods or services within the territorial jurisdiction of the local agency. Bob asked if Mark can perform work for GRGID. Wayne stated an item would have to be on an agenda, Mark would disclose the conflict, and the board would have to vote on it (*Secretary's Note: Wayne did not specify which board would vote on the item [ab]*).
 6. New from 2013: A public officer or employee cannot represent a client before another board located within the same county as the agency he serves. He also can't spend funds to support or oppose a ballot question or a candidate, but can provide a public issues forum for discussion or debate.
 7. Disclosure Requirements: The public officer or employee must provide information sufficient to inform the public of the potential effect of the action or abstention; disclosure must be made at



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the time the matter is considered; the disclosure must be made in public, and the disclosure must be reflected in the minutes.

8. Voting by Public Officers: a public officer or employee shall not approve, disapprove, vote, abstain or act or advocate passage or failure, but may participate in the consideration, on any matter in which the independence of judgment of a reasonable person would be materially affected by his acceptance of a gift or loan, significant pecuniary interest, commitment in private capacity to the interests of others. Others can be household members, relatives, employer or business or similar relationships. Mike asked about personal liability if the agency's attorney advises that it's okay to vote on an item. Wayne stated that the attorney must be in line with the Ethics Commission's opinions on the subject, so even if the attorney makes an advisement that is in disagreement with the Ethics Commission, the board member would still be liable. It's best in that case to hold off on the vote until the attorney can get direction from other opinions or from ethics commission members. Bob asked about a time limit to file a complaint. Wayne did not know offhand. Mike asked if MGSD's attorney would defend the board member, and Wayne responded that POOL/PACT will provide an attorney on these cases, but the board member is responsible for any fines. Bob asked about a businessman coming before the board for approval of an item, and perhaps 3 of the board members having a business relationship with the businessman. Wayne felt that the board doesn't have a pecuniary interest in the agent's company but should still disclose the relationship.
9. Abstention: abstentions should be rare, only in clear cases where the independence of judgment of a reasonable person in the public officer's situation would be materially affected. The disclosure is important.
10. Commitment in a private capacity: commitment, interest or relationship to a party is to the 3rd degree of consanguinity and anyone you have any other commitment that is substantially similar relationships.
11. Pecuniary Interest defined: Pecuniary interest is a beneficial or detrimental interest involved in, measured in, or related to money, including economic value, and payments or money owed by law, regulation, contract or agreement.
12. Voting by Public Officers: a public officer may vote if the benefit or detriment to him is not greater than that accruing to any other member of the general business, profession, occupation, or group affected by the matter before the board.
13. Role of Ethic Commission and consequences of ethics law violations
14. On becoming an ethical board:
PLUS Ethical Decision Making Filters: P= Policy, L=Legal, U=Universal, S=Self.
Universal Principles and Values: E=Empathy, P=Patience, I=Integrity, C=Courage.
15. Six steps to Ethical Decision Making: 1. Define the problem; 2. Identify alternatives; 3. Evaluate the alternatives; 4. Make the decision; 5. Implement the decision; 6. Evaluate the decision.



II. Open Meeting Law:

1. Legislative Intent: all bodies exist to aid in the conduct of the people's business, deliberations must be conducted openly, actions must be taken openly, and the public and persons subject to administrative action must be notified.
2. Public Body defined: an entity, with at least 2 members, and is create by State Constitution, NRS or NAC, City charter or ordinance, Executive Order by the Governor, Resolution by body created by statute, ordinance of a local government, resolution of a political subdivision of the state, board, commission, committee that is appointed by the Governor. This definition includes advisory subcommittees or is supported by tax revenue. Example given of County Manager staff committee to receive input on an item or position. Wayne stated it's not a public body unless they are asked to vote on an item or reach a consensus.
3. Meeting definition: when a quorum is present, is present in person or by electronic means to deliberate toward a decision or to take action on a matter. Also any series of gatherings at which less than a quorum is present in person or electronically, the members attending one or more of the gatherings collectively constitute a quorum, and the series of gatherings was held with the specific intent to avoid the Open Meeting Law.
4. Meeting Exemptions: Social gatherings - Wayne advised the board to not discuss any business at a social gathering, and to try to avoid a quorum meeting together. Be careful of public perception that business may be discussed. He also made the same caution with emails, since it could create a deliberation which would then be a meeting. He suggested that a board member email the District Manager who can include the item in a board packet. If someone can't make a meeting, email staff who can then distribute the information.
5. Meetings between a board and legal counsel to discuss and deliberate on existing or threatened litigation. In this case, they board can have either a non-meeting or a closed session during an open session.
6. Closed Meetings: In a closed session, the board can deliberate but can't make a decision until reconvening in an open session. A closed session is recorded on a separate tape which is stored separate from the open meeting recording. Bob asked if a board doesn't take action for a review of the District Manager, could the review be held in a closed session. Wayne responded that it must be open meeting. Barbara asked if the manager needed specific noticing for the review. Wayne suggested a formal letter to the manager regarding the scheduling of the review, but the law does not require a notice to the District Manager, only to employees subject to a closed session review.
7. Decisions by Boards: State law requires a majority of all the members of the public body must vote yes in order for the item to pass. So if 2 board members are absent from a meeting, all 3 remaining board members must vote yes in order for the motion to carry.
8. Agenda requirements: Recent changes to the Open Meeting Law require public comment periods at the beginning and end of the meeting, or during the hearing for each item on the agenda. Discussion followed regarding time limits for public comment. Barbara asked if the agenda has to be approved. Wayne said that there is not a requirement for agenda approval by the board, but



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if the board wants to approve the agenda, it has to be done after public comment. Approval of the agenda could also limit the board from taking an item out of order.

9. **Emergency Meetings:** An emergency meeting can be held during an unforeseen circumstance that requires immediate action including natural disasters, or any impairment of the health and safety of the public.
10. **Supporting Materials:** An agenda and supporting materials must be available at the meeting. Barbara asked about information provided at the board meeting, and when that information should be provided to the public. Wayne stated that it would be available to the public when it's available for the board.
11. **Closed Personnel Sessions:** Wayne suggested that the board allow the District Manager to handle personnel matters, unless there an appeal is filed for the board to review a decision made by the District Manager. Discussion followed regarding whether MGSD's policy allows an appeal to the board.
12. **Meeting Components:** There are 2 components to a meeting: Deliberate and Action. Deliberate is discussion and fact gathering, Action is a decision, promise or commitment.
13. **Public Comment Period, Comments Made during a Board Meeting.** Barbara asked about whether to note whether a motion carries unanimously. Wayne stated there is no need to state "unanimous", just that the motion carried. Ray preferred to record individual "no" votes. Discussion followed regarding comments made during a meeting, and what a board member can state at a meeting and the immunity regarding the statements. Wayne noted that statements made by a member of a public body at public meeting is absolutely privileged and does not impose liability for defamation or constitute a ground for recovery in a civil action. A witness who is testifying at a public meeting is absolutely privileged to publish defamatory matter, except that it is unlawful to misrepresent any fact knowingly when testifying.
14. **Minutes:** Wayne cautioned the board to make sure motions are clear, and recommended having basic motion language prepared ahead of time, which can be modified as needed.
15. **Violations and Consequences:** A board can rectify a violation during the same meeting or at a future meeting. Actions which are in violation of the Open Meeting Law are void.

III. Positive Governance:

1. **The Board Speaks with One Voice:** Each board member has no power, it's the entire board that has a voice. Once a decision is made, it's the decision of the entire board. If an individual board member criticizes a board's decision after the meeting, that board member is undermining the board as a whole. Each board member was elected to make decisions, so each official should make sure he's there and willing to make the decisions.
2. **Oversight and Decision Making:** Boards are overseers. They make sure the goals and objectives of the agency are being served. Decision making is a board's most important role. A board can retain or delegate decision-making authority. Wayne cautioned that Oversight did not mean meddling. A board should let the agency's manager handle problems.



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3. Communication: A positive approach yields positive responses. It's important to learn how you and other board members communicate in order to seek understanding.
4. Dysfunctional Boards: Your board is dysfunctional if there are power struggles, lack of civility and respect, board members don't have an open mind or are uncomfortable discussing issues in public, or if a board is preoccupied with procedure. Wayne handed out the NACO packet, "In Search of Civility" for the board to review.
5. Power struggles between the board and the manager. The board's job is policy and manager's job is implementation and operations. Policy makers set the tone. Wayne cautioned against micromanaging staff. If a board member feels that a change needs to be made in processing information, direct the manager and not the staff member.
6. Key Board Responsibilities: The major responsibilities of a board are financial oversight and reviewing policies. Wayne suggested reviewing major policies each year and other policies every 3 years. Wayne cautioned against rejecting proposals that would put an agency's mission at risk. He suggested the board periodically review how it is working, and putting that review on an agenda. Other responsibilities include formulating a Succession plan and the process of implementing a succession plan.
7. Board skills and abilities. Board members should be able to think about the mission and vision of the agency. They should also be able to think about the consequences, intended and unintended, of a decision. They should be able to willingly make tough decisions and be able to delegate direction and operations to staff.
8. Governing the Board: If something goes wrong on the board, the board members govern each other.
9. Becoming an Effective Board: Recognize the value of input from others, respect varying voices, resolve conflict by extending courtesy, reserve judgment until the facts are in, reach decisions in the highest and best interests of the agency and citizens. There are no difficult people, except for your own self. Leave your ego out.

The board thanked Wayne for the presentation.

Mark left.

The board asked about other courses available for board members. Wayne replied that this is the only course POOL/PACT has in place for board members. They have several human resources courses available. They can develop courses on other topics if they come up.



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Public Comment –There was no public comment.

Meeting adjourned at 3:05 pm.

Approved _____ By _____
Date District Secretary

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