


MINUTES
 Workshop Meeting
 Laguna Madre Water District
 Board of Directors
 Wednesday, January 27, 2021
 4:30 PM – 5:02 PM
 Board Room

1	<p><u>QUORUM</u></p> <p>PRESENT: Vice-Chairman, Adam Lalonde Secretary, Jason Starkey Director, William Donahue Director, David Boughter</p> <p style="text-align: center;"> arrived at 4:33 PM</p> <p>ADMINISTRATIVE STAFF: General Manager, Carlos J. Galvan, Jr. Director of Operations, Robert Gomez District Engineer, Charles Ortiz Director of Finance, Eduardo Salazar Attorney, Brian Hansen</p> <p>ABSENT: Chairman, Scott Friedman Purchasing Agent, Enrique Samaniego</p>	
2	<p><u>INVOCATION AND PLEDGE OF ALLEGIANCE</u></p> <p>The meeting began with the Pledge of Allegiance and an Opening Prayer by C. Galvan</p>	
3	<p><u>OPEN MEETINGS ACT</u> ♦</p> <p>DISCUSSION:</p> <ul style="list-style-type: none"> • District Counsel, Mr. Brian Hansen with Fryer & Hanson Law Firm, gave a PowerPoint training on the Open Meetings Act followed by questions and answers. • Open Meetings Act Topics discussed: <ul style="list-style-type: none"> ○ The quorum of the board for meetings: formal business. <ul style="list-style-type: none"> ▪ Not a meeting: Social Function, Convention, Ceremonial Event, Press Conference ○ Language for Notices: Need detailed information for the public notice. <ul style="list-style-type: none"> ▪ Public Comment if there are no plans for a particular subject to be addressed ○ Notice of Posting: Post on Website and where everyone can see it ○ Emergency Meetings: <ul style="list-style-type: none"> ▪ 1 hour Public Notice. ▪ Emergency meetings are used for Imminent threats of public health or safety or a reasonably unforeseeable situation. Example: a Hurricane. ▪ If its something we forgot to do, we can do it 72 hours later ○ Meeting Locations: 	<p>WORKSHOP MEETING DISCUSSION ITEM ONLY</p>


	<ul style="list-style-type: none"> ▪ need to be accessible to the public ▪ accessible for those with disabilities ▪ Located in boundaries of District's jurisdiction ○ Rights of the Public: <ul style="list-style-type: none"> ▪ The public is allowed to record. ▪ The District already records and posts on the website ▪ The District has to allow the public for comments on agenda items. Can set a time, but if a translator is needed, the time gets doubled ○ Closed Executive Session: <ul style="list-style-type: none"> ▪ There are more than 25 exceptions to the Open Meetings requirements ▪ Attorney Consultation Exceptions: Pending Litigation, Current Litigation, Settlement Negotiations ▪ Personnel Matters: To deliberate employment, evaluation, reassignment, duties, discipline, or dismissal of an employee. To hear a complaint against an officer (board member) or employee. It does not apply if the employee requests an open hearing, Does not apply to class employees or an independent contractor ▪ Real Property: To deliberate purchase, lease, exchange, or value of the real property. It is not for inviting third parties into an executive session to negotiate with the board in private ▪ Closed/ Executive Session: State the reason, part of the Code, before entering a closed session. The final action must be taken in Open Session. Record the meeting or have a certified agenda. Preserve recording for two years ▪ Who can attend: Only Directors have a right to be there. An employee may participate if necessary, and it's not going to defeat its legal basis. No one whose presence would undermine the reason for the closed meeting may attend ○ Teleconferencing – Emergency or Public necessity and difficult or impossible to meet in the same location ○ Online Message Boards – May deliberate on an online message board, without violating the Act, as long as certain requirements are met. No voting or formal action is taken on the message board. The Act establishes a posting and archive requirement and technical requirements for creating the online message board. ○ Criminal Penalties Under the Act: <ul style="list-style-type: none"> ▪ Failing to keep certified agenda or recording - Class B (fine only) ▪ Unlawfully disclosing an approved agenda or recording – Class C and civil penalties (fine only) ▪ Holding or participating in an illegally closed meeting – (fine and confinement) ▪ Circumventing the Act by meeting with members less than a quorum (fine and/or confinement) 	
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	<ul style="list-style-type: none"> • Civil Remedies: A court can void action taken. Individuals can sue to prevent threatened actions in violations of the Act • Legislative Updates: <ul style="list-style-type: none"> ▪ Members of the public have the right to address the board on any item on the agenda ▪ Board can set reasonable rules regarding the right, including a time limit ▪ Modified emergency meeting procedures. Only one hour notice ▪ Clarification meaning of "Reasonably unforeseeable circumstances": <ul style="list-style-type: none"> ○ Fire, flood, earthquake, hurricane ○ Power failure, transportation failure ○ Epidemic ○ Civil disturbance, enemy attack, terrorism 	
4	<p><u>BOARD OF DIRECTORS RESPONSIBILITIES AND DUTIES</u> ♦</p> <p>DISCUSSION:</p> <ul style="list-style-type: none"> • District Counsel, Mr. Brian Hansen with Fryer & Hanson Law Firm, gave training on the Board of Director's responsibilities and duties followed by questions and answers • Ethical Standards and Conflict of Interest Guidelines and Best Practices: <ul style="list-style-type: none"> ○ Directors must support and assist with goals and ensure that their involvement in incorporation business and activities in no-way conflicts with or inhibits staff effectiveness and productivity. ○ The General Manager serves in the direction of the board and is responsible to the Board of Directors as a whole. The General Manager is not required solely with any one particular Board Member without direction from the Board of Directors to do so. It does not include the Board Member coming in to talk about his or her account. ○ A board member's prime reason to be present at the District office is for official business at the board's direction. ○ The process for a Board Member to gain access to official District documents must be either as an individual under the Public Information Act or as a Board Member operating under the direction of the Board of Directors. It must always be on a "need to know" basis. ○ Individual Board Members who win to pursue issues relating to the District business must seek to place those items on the regular board meeting agenda. ○ Board Member should not approach any staff member of the District to seek solutions to any District business issues unless the board of directors has first addressed it at a regular board meeting and the board member has been directed to take such action ○ The board of directors' role is to set policy, ensure the financial well-being of the District, and support and assist staff with the goals of operating the system in an effective, efficient, and productive manner. ○ A conflict of interest, as outlined in Tex. Bus. Org. Code Section 22.230: <ul style="list-style-type: none"> ▪ He or she is a party to a contract or transaction with the District 	

	<ul style="list-style-type: none"> ▪ An entity or organization for which he or she is a manager, official, or member, or for which he or she has a financial interest ▪ He or she is a developer that is requesting service from the Corporation ▪ He or she is an employee or an immediate family member, or a developer that is requesting service from the District ▪ He or she is serving as a consultant, engineer, attorney, manager, or in another professional capacity for a developer of the property ▪ He or she has any other financial or special interest that may influence how the Director would vote on a contract or transaction. <ul style="list-style-type: none"> ○ A Director who has a conflict of interest as described may be included in determining a quorum's presence. <ul style="list-style-type: none"> ▪ The material facts as to the relationship or interest and as to the contract of the transaction are disclosed ▪ The contract or transaction is fair to the District when the contract or a transaction is authorized, approved, or ratified by the board. The minutes of the meeting shall include a statement of the Director's disclosure ○ No Director of the District should: <ul style="list-style-type: none"> ▪ Solicit or accept or agree to accept any appointments or any financial and/or material benefit that might reasonably tend to influence ▪ Make any personal investment that might reasonably be expected to create a material conflict ▪ Solicit or accept, or agree to accept a financial benefit from another person or entity in exchange for performing duties as a Director of the District in favor of the other person or entity ○ Confidential Information: No Director or employee of the District shall disclose confidential information concerning the property, operations, policies, or affairs of the District or use such confidential information to advance person interest. ○ Directors shall only use the District's facilities, staff, equipment, or supplies for purposes directly related to the District's business ○ The District may not make a loan to a Director ○ No Director of the District shall be entitled to any compensation for actual, reasonable expenses of any 	
5	<p><u>ADJOURNMENT</u></p> <p>There being no further business, the VICE-CHAIRMAN adjourned the meeting at 5:02 PM.</p> <p>Moved by J. STARKEY, seconded by D. BOUGHTER.</p>	<p>MEETING ADJOURNED @ 5:02 PM</p>



JASON STARKEY, SECRETARY



ADAM LALONDE, VICE-CHAIRMAN

MINUTES APPROVED THIS 10TH DAY OF FEBRUARY 2021.