

RESOLUTION NO. 11-13674

A RESOLUTION AMENDING RULES OF  
PROCEDURE AND GOVERNANCE  
POLICIES

**FACTUAL BACKGROUND AND REASONS FOR ACTION**

Public Utility District No. 1 of Chelan County, Washington (the "District") is a public entity governed by the laws of the State of Washington. The District's Commission has the authority to establish rules of procedure and governance policies as deemed necessary for the transaction of District business. RCW 54.12.090 provides that the Commission shall adopt rules governing the transaction of District business and shall elect officers. Further, the Open Public Meeting Act, RCW 42.30.070, requires the Commission to establish the time, place and manner for holding regular meetings.

Pursuant to Resolution No. 11-13633, Rules of Procedure and Governance Policies ("Governance Policies") were amended and restated by the Commission. Policy No. 7 provides that there will be meetings every Monday (except for the 5<sup>th</sup> Monday of the month).

The Commission discussed the potential of changing the schedule of meetings at the Commission's workshop on August 15, 2011 and at the public meeting on September 6, 2011. The Commission requested General Manager John Janney's recommendation as to the meeting schedule and to describe potential efficiencies that may be gained if the current schedule is changed.

The Commission determined that the first three bulleted paragraphs in Policy No. 7 should be deleted and replaced by one paragraph as noted on the attached policy. The Commission has determined that it is in the best interest of the District and its customer/owners to amend the Commission's Governance Policies.

The revision to Policy No. 7 reflects a change in the dates and times of regular meetings to the first and third Mondays of each month, with a study session commencing at 10:00 a.m. and a business session commencing at 1:00 p.m.

The Commission requested that at least two (2) regular meetings a year be scheduled in Chelan and two (2) in Leavenworth. These meetings will be scheduled in advance with notice pursuant to Policy No. 7 as a change in location.

The Commission intends to reevaluate the meeting schedule in December 2011 or January 2012.

These amended Governance Policies comply with all statutory requirements applicable to the District.

**ACTION**

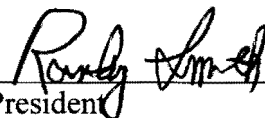
IT IS RESOLVED BY THE COMMISSION OF PUBLIC UTILITY DISTRICT NO. 1 OF CHELAN COUNTY, WASHINGTON, as follows:

Section 1. The Governance Policies are hereby amended to change the dates and times of regular meetings to the first and third Mondays of each month with a study session commencing at 10:00 a.m. and a business session commencing at 1:00 p.m. If a regular meeting falls on a non-working holiday, such regular meeting will be held on the next business day at the same hour and place. The amended Governance policies established by the Board of Commissioners of Public Utility District No. 1 of Chelan County, Washington will be posted on the District's website and be on file with the District.

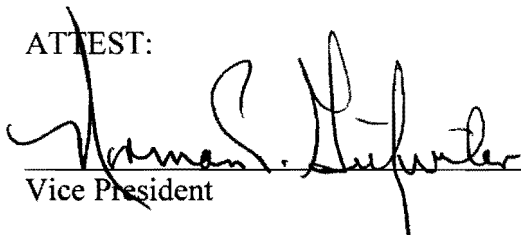
Section 2. All prior resolutions and motions that are inconsistent with these amended Governance Policies are hereby rescinded.

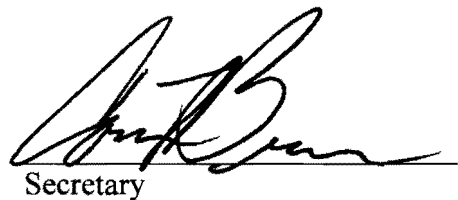
Section 3. This amendment to Policy No. 7 of the Commission's Governance Policies will be reviewed by the Commission in December 2011 or January 2012 to determine if the schedule will remain as contained herein or be changed. Any action on the Commission's meeting schedule may only be taken at a meeting at which all members of the Commission holding office at the date of such meeting are in attendance.

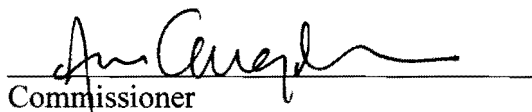
Dated this 19th day of September 2011.

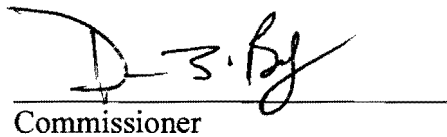
  
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
Vice President

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Commissioner

  
\_\_\_\_\_  
Commissioner

Seal

**PUBLIC UTILITY DISTRICT NO. 1 OF CHELAN COUNTY  
GOVERNANCE POLICIES**

**III. GOVERNANCE PROCESS**

**POLICY NO. 7**

**TITLE: MEETINGS OF THE BOARD**

- **Regular Meetings.** Regular meetings of the Commission shall be held on the first and third Mondays of each month at the office of the District, 327 North Wenatchee Avenue, Wenatchee, Chelan County, Washington. A study session will commence at the hour of 10:00 a.m. and a business session will commence at the hour of 1:00 p.m. No notice of such meetings shall be required. A regular or special meeting of the Commission may be held in other locations within the District or outside the District where necessary. In such event notice of the time and place of such meeting shall be given in the same manner as is required for a special meeting under Section 2 hereof. If at any time any regular meeting falls on a non-working holiday, such regular meeting shall, unless otherwise rescheduled by the Commission, be held on the next business day at the same hour and place. If by reason of fire, flood, earthquake or other emergency it shall be unsafe to meet in the place designated, the meetings may be held for the duration of the emergency at such place as is designated by the President of the Commission. It shall not be a violation of this provision for Board members to travel together or gather for purposes other than a meeting, provided that no action is taken.
- **Change of Time/Place.** Meetings of the Commission held at the time and place specified in Section 1 hereof shall require no special notice. However, if the Commission shall convene a meeting at a time other than as specified or at a location other than at the office of the District in Wenatchee, Washington, written notice of the time and location of such meeting shall be posted on the entry door of the regular meeting room of the Commission in Wenatchee and such notice shall be provided in the manner specified in RCW 42.30.080 to each local newspaper and local radio or television station which has on file with the District a written request to be notified of any special meetings.
- **Special Meetings.** A special meeting of the Commission may be called at any time by the President of the Commission or by a majority of the members of the Commission as set forth in RCW 42.30.080 with notice being given at least 24 hours prior to the meeting.
- **Adjournments and Continuances.** The Commission may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place as specified. Such adjournments shall comply with RCW 42.30.090. Any hearing being held, noticed or ordered to be held by the Commission at any meeting may, by order or notice of continuance, be continued or recontinued to any subsequent meeting of the Commission in the same manner and to the same extent set forth above in compliance with RCW 42.30.100.
- **Executive Sessions.** The Commission may hold executive sessions during any regular or special meetings as authorized in RCW 42.30.110.
- **Minutes.** All proceedings of the Commission of the District shall be by motion or resolution recorded in its minute books. The minutes shall be kept by the Clerk of the

**Deleted:** <#>**Study Meetings.** The Commission of the District finds that it is in the District's best interest for the Commission to commit meeting time to better understanding the District's problems and facilities by convening regular meeting study sessions and, on occasion, visitation to District facilities away from the Wenatchee office. In furtherance of the foregoing finding, the Commission hereby designates that every other week the Board's regular meetings may be Study Meetings pursuant to the published schedule. The Study Meetings shall commence at the hour of 1:00 o'clock p.m. A Study Meeting shall constitute a regular Commission meeting but, in the absence of a showing of immediate need for Commission action, shall be devoted exclusively to Commission study and education pertaining to District facilities and problems. In the event an item is determined by the General Manager to require Commission action during a Study Meeting, that item shall be published in the meeting agenda not later than the time of commencement of a Study Meeting. ¶

&#x27;<#>**No Meetings on 5<sup>th</sup> Mondays.** Meetings will not be regularly scheduled to occur on the fifth (5<sup>th</sup>) Monday of a month. A regular meeting will be scheduled, however, for the fifth (5<sup>th</sup>) Monday in November if such occurs in any year ¶

Board and shall be a public record. When the Commission is in executive session, no minutes shall be required or taken. Minutes are not intended to be a verbatim account of meetings. Minutes will not be available to the public as final until the Board has reviewed and approved the minutes. This section is adopted in compliance with RCW 54.12.090 and RCW 42.32.030.

- Recording. Recording of regular meetings will be governed by Resolution No. 11-13612 as may be amended.
- Attendance/Appearance by Telephone. The Open Public Meeting Act is silent as to whether Board members may attend meetings via telephone. The Commission of the District determines that it is appropriate and in the best interests of the District to authorize Board members to attend/appear at a public meeting via telephone if such telephonic appearance can be accommodated given the place of the meeting. The Board member requesting to appear by telephone will make necessary arrangements with the Clerk of the Board. A Board member shall not attend more than two consecutive meetings nor a total of six meetings per calendar year via a telephone connection unless there are extenuating circumstances and the majority Board approves additional telephonic attendances by an individual Board member. A Board member attending by telephone will not vote on any agenda item; provided, however, that a vote via telephone connection may be allowed if such vote is necessary due to an emergency or time constraints related to action. District staff will advise the Commission as to the nature of the emergency or time constraints at the meeting and a majority of the Board members, including any member attending by telephone, will determine if the vote via telephone will be allowed. Unless approved by motion of the Commission for a specific issue, Board members shall not attend or appear at executive session discussions via a telephone connection.
- Quorum. A majority of the persons holding the office of public utility district commissioner at any time shall constitute a quorum of the commission for the transaction of business, and the concurrence of a majority of the persons holding such office at the time shall be necessary and shall be sufficient for the passage of any resolution, but no business shall be transacted except in the usual and ordinary course, unless there are in office at least a majority of the full number of commissioners fixed by law pursuant to RCW 54.12.090. Action to hire or discharge the General Manager or General Counsel shall be taken at a meeting at which all members of the Board holding office at the date of such meeting are in attendance.
- Resolutions and Motions. All proceedings of the Commission shall be by motion or resolution recorded in a book or books kept for such purpose, which shall be public records pursuant to RCW 54.12.090. Voting on all motions shall be by voice unless a recorded vote is called for by a member, in which case the Clerk of the Board shall record the vote of each Commissioner. All matters which, in the judgment of the Commission, are legislative in nature shall be embodied in the form of resolutions. Resolutions shall be numbered consecutively and the original copy of each resolution shall be signed by all of the Commissioners who voted for the passage of such resolution as required in RCW 54.12.090. All resolutions and motions shall be adopted at a meeting open to the public held on a date fixed by law or Commission rule or at a meeting of which notice has been given in accordance with the Washington Open Public Meeting law.
- Parliamentary Procedure. All questions of parliamentary procedure that may arise during the course of Commission meetings shall, unless contrary to the laws of the State of Washington or the specific rules established herein, be governed by the provisions of *Robert's Rules of Order (Revised)*. The Board may appoint a parliamentarian.

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- Compliance with Open Public Meeting Act. All aspects of the Commission meetings shall comply with and shall be governed by the Open Public Meeting Act, RCW 42.30. Any questions as to the applicability of the Act or its requirements shall be directed to and answered by the District's General Counsel or attorney designated by the General Counsel.