

**Executive Committee of the Rivanna River Basin Commission**  
May 28, 2008

**Agenda Item #8: RRBC Policies and procedures**

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**Appointment of RRBC Chair**

ARTICLE 6. OFFICERS

... 6. *The term of the Chair and Vice Chair shall be two years or, if the Chair or Vice Chair is a local elected governing body official or member of the soil and water conservation districts, the term shall be coincident with their term of office, whichever is less.*

Sally Thomas was appointed chair at the May 2007 RRBC meeting. Re-appointment or election should take place at the July 23, 2009 meeting. A Nominating Committee was appointed for the previous election of Chair.

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**Legal options for RRBC**

**Legal Status.**

*§ 62.1-69.46. The Rivanna River Basin Commission; establishment; purpose.  
A. The Rivanna River Basin Commission (the Commission) shall be established as an independent local entity without political subdivision status...*

Division of Legislative Affairs (Martin Farber, 2009):

- RRBC is an independent instrument of local government and not under the legislative, executive, or judicial branches of state government but is an instrumentality of the Commonwealth (because created by Virginia statute)
- "Without political subdivision status" means that RRBC is not politically defined, rather utilizes a different boundary (the watershed boundary)
- "Without political subdivision status" means that RRBC does not have jurisdiction over local governments

Phyllis Katz, Sands-Anderson, local government attorney (May, 2009)

- By virtue of being created by Virginia statute, RRBC has "exempt" status and identity as a public body.
- "Without political subdivision status" means that RRBC and Commissioners do NOT have immunities normally accorded public bodies, thus RRBC should obtain liability insurance, D&O insurance, etc.)

Albemarle County Attorney (Larry Davis) recommended in 2007 that

- RRBC ensure that it has public liability insurance.

- Ensure members fully understand and abide by Virginia Freedom of Information Act requirements
- Ensure that members fully understand and abide by Virginia Conflict of Interest Act requirements
- RRBC fiscal agent abide by Virginia Public Procurement Act
- Recommends standing relationship with legal counsel (could be City or county attorney, if conflict of interest is not an issue). A formal request to the locality should be initiated if specific advice is requested.

**Potential Legal Needs.**

- Incorporation, if desired (non-stock, not-for-profit) with State Corporation Commission (seek legal counsel about pro's and con's).
- Seeking 501(c)3 status at some later date, if desired.
- Guidance on operating procedures.
- Representation if legal action requires it.

**Options for obtaining legal advice.**

1. Localities' counsel on an ad hoc basis (work through Commissioners).
2. Identify one or more private firms with public government experience and establish relationship for ongoing and/or future needs (e.g. Sands-Anderson or equivalent).

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**Fiscal Options for RRBC**

**Fiscal Agent.**

Recommend continuation for one year of TJSWCD designation as fiscal agent.

**Procurement Policy.**

See attached Virginia Public Procurement Act as incorporated by TJSCWD Policy Manual (2009)

**Spending Approval Policy of RRBC.**

- Define Executive Director spending limit without authorization.
- Define Executive Committee spending authorization.
- Develop authorization procedures: email confirmation, recordkeeping.
- Correlation with annual budget
- Identify granting (contracting) procedures as per requirements (below).

**Consider appointing a Treasurer for the RRBC.** There is nothing in the Statute or Charter that prevents RRBC from electing additional officers, such as a Treasurer.

**Requirements of Federal, state, and private grants.**

**NFWF:** Pulling Together: A Watershed Approach for the Rivanna  
Online reporting once written contract executed (June 2009)

Liability:

*A7.2 The NFWF Recipient agrees to obtain and maintain all appropriate insurance against liability for injury to persons or property from any and all activities undertaken by the NFWF Recipient and associated with this Award in any way.*

Procedural:

*A13.3 If the NFWF Recipient is a State, Local or Tribal Government, it will need to understand and comply with OMB Circulars A-102 "Grants and Cooperative Agreements with State and Local Governments" and A-87 "Cost Principles for State, Local, and Indian Tribal Governments," in addition to other applicable Federal regulations.*

Audits:

*A13.4 If the NFWF Recipient is any type of U.S. organization and it expends an aggregate of \$500,000 or more from all Federal sources, it is subject to a special kind of audit as detailed in OMB Circular A-133 "Audits of States, Local Governments, and Non-Profit Organizations," which it will need to understand and comply with, in addition to other applicable Federal regulations.*

Subcontractor: to be held to the same standards (e.g. StreamWatch)

EPA funding requirement:

*Agency's Guidance for Utilization of Small, Minority, and Women's Business Enterprise in Procurement Under Assistance Agreements - 6010*

**DCR:** Healthy Waters Initiative: presumed to be equivalent to Federal requirements

**TNC:** Private monies

Quarterly progress and financial reports

Follow Grantee's procurement guidelines

Must obtain prior written consent of TNC before subcontracting

Segregation of costs from other projects being administered

Salary expenses – must track actual time and effort

Recommended actions:

1. Establish procurement policies specific to RRBC expenditures as needed, otherwise utilize TJSWCD policies.
2. Contract with accounting firm to review accounting procedures and establish timeline and costs for annual audit.
3. Consider additional RRBC personnel and staff time for administrative activities.
4. Appoint a Treasurer for RRBC.

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**Staffing Options for RRBC**

Please see attached spreadsheet for options descriptions.

Also:

**ARTICLE 3. POWERS AND DUTIES**

The Commission shall have the following powers and duties:

... 6. *Establish a nonprofit corporation as an instrumentality of the Commonwealth to assist in the details of administering its affairs and in raising funds;*

Recommended actions:

1. Obtain Tax Identification Numbers (Federal and Virginia).
2. Re-evaluate options for fiscal agency with legal counsel.
3. Proceed with final negotiations with Executive Director on position description and compensation.

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**Personnel Policy**

Recommended action:

Utilize TJSWCD Policy Manual as guidance until RRBC Manual can be developed.

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**Meetings of the Executive Committee**

**Scheduling.**

Recommended action:

Meet monthly for the rest of the calendar year at a regular time and place. Consider meeting at the same time (3<sup>rd</sup> Thursday, 6-8 p.m.) for simplicity.

**Procedures.**

**ARTICLE 3. POWERS AND DUTIES**

The Commission shall have the following powers and duties:

... 9. *Develop rules and procedures for the conduct of its business as necessary to carry out its purpose and mission, including but not limited to, selecting a Chair and Vice Chair, rotating chairmanships, calling meetings and establishing voting procedures. Rules and procedures developed pursuant to this subdivision shall be effective upon an affirmative vote of a majority of the Commission's members*

Recommended action:

1. Establish an adhoc committee of the RRBC to work with the Executive Director to establish operating rules and procedures for the Executive Committee (e.g. quorum) and to review and suggest any additional operating procedures for the RRBC, including any necessary amendments to its Charter (*prior to incorporation, if that action is undertaken*).

## Meeting Minutes

### **Plans for finalizing previous meeting minutes.**

Staff is reviewing all minutes of RRBC and TAC and will be developing final hard and digital copies for the records. Hard copies will be maintained at RRC offices. Digital copies will be uploaded to RRBC web-site once approved.

### **Style of meeting minutes.**

1. Descriptive (presently done this way).
2. General discussion and decisions (see example).
3. Audio pod casts available online (Charlottesville Tomorrow or Charlottesville Podcasting Network)..

### **Summaries for RRBC members.**

1. Quarterly meeting summaries for use by RRBC, TAC members with governing bodies, staff.
2. Monthly updates (newsletter format) for TAC, local staff, and interested parties

Action: Determine whether staff should develop additional communication tools to update Commissioners, TAC, locality staff, and the public about RRBC activities.

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## Noticing of public meetings

All RRBC meetings will be posted on [www.rivannariverbasin.org](http://www.rivannariverbasin.org) as soon as it is operational. This includes Commission meetings, TAC meetings, and Executive Committee (and any other Committees of the Commission that may be formed).

Until that time (end of July – early August), staff is noticing these meetings with each locality member of the RRBC, the two SWCD's, and the TJPDC. Staff has requested that these localities and organizations post in a public place as well as on their web-sites. Staff has not generally confirmed with each locality whether or not this has been done.

Staff will provide notice of RRBC quarterly meetings via *The Daily Progress*, *Greene County Record*, and *Central Virginian* starting with the July 23, 2009 meeting in Fluvanna

TAC sub-committee meetings are informal and often adhoc and hastily scheduled, especially as we undertake components of the NFWF grant project. While any written documentation of these meetings is public information, it is recommended that staff clarify with legal counsel whether TAC sub-committee meetings require public notice.

**From TJSWCD Policy Manual (2009)**

Before any purchase is initiated, the item being procured must have been contemplated and included in the District's annual budget. Additionally, sufficient funds must remain in the particular budget category to make this purchase. If either of these criteria is not met, the Board must first authorize the purchase and/or amend its annual budget.

In accordance with The Virginia Public Procurement Act, the District has adopted small purchase procedures not requiring competitive sealed bids or competitive negotiation for single or term contracts for goods and services other than professional services if the aggregate or sum of all phases is not expected to exceed \$50,000; the limit for professional services is \$30,000; however such small purchase procedures shall provide for competition whenever practical.

The following small purchase procedures have been established for use when acquiring materials, supplies, equipment, printing or nonprofessional services under \$50,000, or professional services under \$30,000. Procurements made pursuant to these procedures do not require public bid openings or newspaper advertisements or competitively negotiated procurements. Price quotations will be solicited for goods and services requested based on the following guidelines:

- PURCHASES UNDER \$1,000 IN VALUE - Purchases in this group require no quotations. The \$1,000 applies to the total of all items purchased on an invoice.
- PURCHASES BETWEEN \$1,001 AND \$ 10,000 IN VALUE - For purchase of this type at least three (3) quotations from valid sources must be solicited verbally, in writing, or by fax.
- PURCHASES BETWEEN \$10,001 AND \$25,000 IN VALUE - Written quotations will be solicited from at least four (4) valid sources. Name and address of the vendor, the item description or services offered, price quoted, delivery dates, and name of contact person must be supplied with the quotation.
- PURCHASES BETWEEN \$25,001 AND \$50,000 IN VALUE - Unsealed bids or proposals may be solicited with a written description or by written IFB's or RFP's. All purchases in this category require soliciting at least four (4) valid sources in writing. Competitive negotiations are required for all projects for professional services exceeding \$30,000.

Competitive sealed bidding or competitive negotiations may be required for amounts less than \$50,000 and \$30,000 respectively, at the discretion of the District Board.