SPECIAL MEETING OF THE
YAMPA VALLEY HOUSING AUTHORITY
BOARD OF DIRECTORS AGENDA
JANUARY 26, 2026
12:00 PM

January 21, 2026

STATE OF COLORADO, COUNTY OF ROUTT

To the Board of Directors of the Yampa Valley Housing Authority and to all Other Persons to whom it may concern:

Notice is hereby given that a **Special Meeting** of the Board of Directors of the Yampa Valley Housing Authority, Routt County, Colorado, will be held on Monday, January 26 at 12:00 PM in the Vectra Bank Second Floor Conference Room, 270 Anglers Drive, Steamboat Springs, Colorado.

Call-in Number: 1-253 215 8782

Meeting ID: 572 571 3720
Web Address: https://us02web.zoom.us/j/5725713720

Agenda is subject to change up to 24 hours before scheduled hearings.

AGENDA TOPICS

1. Call to Order (5 minutes)
2. Public Comment (5 minutes)
3. Board Member Comment (5 minutes)
4. **Action Item:** Review and approval of the Written Consent of the Members of Mid Valley Condominiums, LLC (10 minutes)
5. **Strategic Topic:** Board Training with CIRSA (90 minutes)
6. Adjourn

UPCOMING BOARD MEETINGS:

February 12, 2026; Regular YVHA Board Meeting, Noon to 2 PM in the Community Room of the Routt County Department of Human Services Building, 135 6th Street, Steamboat Springs, Colorado.

Please Note: All programs, services and activities of the YVHA are operated in compliance with the Americans with Disabilities Act. If you need a special accommodation as a result of a disability, please call our office at (970) 870-0167 to coordinate your needs. Please notify us of your request at least seven (7) business days prior to the scheduled event.

Ethics, Liability & Best Practices for Public Officials

Yampa Valley Housing Authority
Board of Directors Presentation 1.26.26

Presented by Sam Light, CIRSA Deputy Executive Director/General Counsel

YAMPA VALLEY
HOUSING AUTHORITY

SAFERTOGETHER

Introduction

Presentation Overview

•Suggestions that will enhance your effectiveness and success as a public official – and help reduce risk for the Authority and you individually.

•Topics we will touch on include:

- •The role of public official
- •Transparency
- •Organizational structure & liability
- •Ethics & personal conduct

•Presentation is a training resource only; is not intended to address or provide legal advice on any specific, pending issues.

One: Commit to the Role of Public Official

- Being a public official means your role has changed:
  - Citizen → government official (24/7!)
  - Outsider → insider
  - Critic/proponent → representative-ambassador-**fiduciary**
- The role requires an understanding that in the eyes of your constituents and the community, you are always a public official.

The Role of Public Official

•Whatever other roles you've had or have in the community, you are now all guardians – stewards – **fiduciaries** - of the Authority.

•The protection of the Authority's interests and assets is perhaps your most critical function now.

•A guiding principle in decision making should always be, "what is the right thing for the Authority?"

The Role of Public Official

•When you took your appointment, you made commitments akin to an oath; i.e., to uphold and follow the laws, policies, and procedures that apply to the Authority and you as Directors. What do those include?

- •A commitment to respect the boundaries and allocations of responsibility set by law.
- •A commitment to lawful conduct, including following applicable laws, policies, and procedures in making Board decisions.
- •A commitment to ethical practices.
- •A commitment to professional courtesy and respect for one another's divergent viewpoints and styles?

The Role of Public Official

•As the Authority's leaders, part of your role and "job duties" is delivering good leadership which, at root, is based both practically and legally on a few core concepts:

- **Openness & Transparency** (open meetings/records laws);
- **Fundamental Fairness** (due process);
- **Predictability & Evenhandedness** (equal protection, certiorari claims, etc.); and
- **Civility & Mutuality of Respect**

Two: Honor Transparency

- Commit to the “openness” and other requirements of the Open Meetings Law (OML).
  - The “openness” provision of the OML applies to 3 or more or a quorum, whichever is less.
  - Requires discussion/action on public business to take place at a meeting open to the public.
  - And, if action will be taken or a quorum will be present, there must be timely notice—agenda posted at least 24 hours in advance.
  - A “meeting” includes any gathering to discuss public business, in person, by phone, or electronically (e-mail, etc.).

Transparency

- How can you break faith with the OML? Let's count some ways; e.g.,…
  - Three or more members of the governing body hold "meetings before the meetings" or "impromptu" meetings to sort things out.
  - Three members of the governing body have e-mail exchanges to debate the merits or substance of a policy matter that is on your next agenda.
- Keep in mind: The policy of the OML is that "the formation of public policy is public business and may not be conducted in secret."
- Thus, don't subscribe to any parallel process (e.g., e-mail, texting, etc.) for your deliberations or leave folks feeling like they are walking into the middle of a conversation at your meetings.

Transparency

•Using email? *See* CIRSA Handout. Recognize that electronic communications (e-mail, texts, etc.) also raise OML compliance issues and can be subject to open records laws and to discovery in litigation. Be circumspect in your use of electronic communications.

•Using social media? Be cognizant of social media risks for public officials.

•Using executive sessions? The manner in which the Board calls and conducts its executive sessions directly influences its OML risk surrounding such proceedings.

- •Give close attention to the OML's substantive and procedural requirements. Use a script. Have staff and legal support for call and conduct of executive sessions.

- •And in service of your fiduciary obligations, have appropriate systems in place for the protection of confidential information and discussions.

Executive Sessions

A Scenario

In executive session the Authority Board has been developing a strategy for negotiating a purchase of a piece of vacant land from a property owner, in hopes of avoid an acquisition through condemnation. A confidential appraisal states the parcel is worth $500,000-550,000 and the Board instructs the Chair and Executive Director to meet with the owner and negotiate for a purchase price of $500,000. Board member Smith sees the owner the next day and tells her the Authority is willing to pay $500,000 for the parcel and may go as high as $550,000 as the Authority's appraisal says it may be worth that much.

Problems?

Transparency - Run Good Meetings

- Plan for…and lay the groundwork for…orderly & productive public meetings! Great meetings don't usually happen by happenstance.

- Give the agenda and packet the time and attention it deserves.

    - Do members follow…and stay on…the agenda during the meeting?

    - Effective agenda-setting and effective use of the agenda ensures OML and By-Laws compliance, helps members & staff focus effort and resources, and builds community trust. Furthermore, meetings ought not to have "surprise" or "gotcha" moments!

- Use and expect civility and maintain a degree of formality at meetings.

Transparency - Run Good Meetings

- Develop rules and/or “norms” around common meeting issues; e.g., time limits for speakers, sequencing of proceedings, process for Board deliberations.
    - Use simple rules of procedure to facilitate, not debilitate, you’re getting work done.
- Have good deliberations! The Board’s discussions before taking action are a critical part of the process for the Board and its constituents.
- Find time for self-examination if meetings aren’t going well. Some sample concerns:
    - Do we “suffer” from lack of focus or excessive informality?
    - Are parties speaking on/over/across/for each other?

Three: Honor Organizational Structure

•Another important risk management principle for everyone within the organization is to recognize and honor their role—it is important that everyone "swim in their lane" to avoid risks of liability, including the risk of personal liability!

- •You have protection from personal liability under Colorado Governmental Immunity Act (CGIA) if you are "within the scope of employment" and not acting "willfully and wantonly."

- •Means everyone needs to know and respect their "job description."

- •Conduct that is "outside the scope" or "willful and wanton" can result in a loss of governmental immunity and create liability, including the potential of personal liability for you. It can also result in potential loss of insurance coverage, as public official liability coverages follow similar concepts.

Organizational Structure

•What is the YVHA structure? What is your “job description”? For background, the Authority is a multijurisdictional housing authority created pursuant to statute (C.R.S. 29-1-204.5) and intergovernmental agreement (IGA); also, a “political subdivision” & “public corporation” with By-Laws providing for a Board-Executive Director organizational structure.

•Under this structure, there is an allocation of responsibilities (policy/administration).

- **Board of Directors :** Governing body. Corporate/legislative authority (Policy & Governance).
- **Executive Director:** The Board’s “CEO”—”direct executive representative in the day-to-day administration and management of the business affairs of the Authority” (Administration).
- **Board Committees:** Policy, Real Estate, Property Mgmt., Development, Finance, Executive, etc.

Organizational Structure

Where Does Governing Body Focus its Efforts?

Ownership

|

Governance

|

Management

|

Supervision

|

Front Line Employment

Corporate Governance is:

- Policy-setting, big picture, & forward-looking, rather than dealing with day-to-day, and rather than making reactive, case-by-case decisions as issues arise, or after-the-fact.

- Examples: Annual budget; operating policies & procedures; decisions regarding corporate assets; long-term & strategic planning on housing plans, programs & policies; appointment & oversight of Board "direct reports", deciding plan, project, contract and corporate matters reserved to the Board.

- The governing body and its members:
  - Have longest time horizon.
  - Have broadest interests in mind.
  - Work together in their fiduciary role to protect the Authority and its Board as institutions.

Tips for Avoiding Personal Liability Risks

- To support organizational structure and avoid concerns around “role discipline” and “scope”:
  - Understand “job description” and stay within it. For example, look to the Board powers and duties provisions of your IGA and By-Laws.
  - Respect the delegations of power and authority already made via your organizational structure. Those allocations of authority are there to **serve** and **protect** the Board.
  - Your role is a group role; each individual has a fraction of the power of the body, but that power can’t be exercised alone.
  - Recognize that Directors act primarily as a BODY and exercise responsibilities mainly by VOTING in a PUBLIC MEETING.

Roles & Liability Risks

•Why is understanding & respecting the role—i.e., “role discipline”—a liability issue; some real-life examples:

- •An elected or appointed public official directs or gets involved in a personnel decision entrusted to the Executive Director or other supervisor.

- •Or interferes with an administrative matter that is staff’s responsibility.

•Therefore, think “We” ... not “I”! If you find yourself about to act in terms of “I” rather than “we” ...that’s a red flag.

•Another warning sign: He/she/they did what?!

Institutional Aspects of “Role Discipline”

•Role discipline (and its positive impacts) requires recognition that the governing body is not “many boards of one” but rather “one board of many”…It’s a “We” job.

•This commitment can sometimes require personal sacrifices in service of strengthening the Board as an institution; for, example:

- •Setting aside a personal interest or agenda when there is lack of support.
- •Accepting “the Board has spoken” though one may have preferred a different outcome.
- •Recognizing that individual efforts—e.g., liaison, ambassador and volunteer roles—are in service of the entity and governing body (the WE).
- •Avoiding perceptions (internal or external) of “getting ahead” of or “speaking for” the voice of the Board where the Board has not yet spoken.

Supporting the Authority's Structure

•Adherence to the Authority's organizational structure is particularly important in the area of employee relations and handling of administrative matters assigned to staff.

•Except for those employees that are the Board's "direct reports," members of the governing body are not employee supervisors. Thus, remember your "scope of employment" and "chain of command" and don't get individually and improperly involved in personnel or administrative issues.

•It's not that administrative matters are completely "hands off" – you are entitled to ask questions and get information and may even bring your expertise to certain administrative efforts - but it's important to exercise role discipline to prevent entanglements, disempowerment, misunderstandings, and exposure to legal liability, including potential individual liability.

Supporting the Authority's Structure – Some Tips

•Establish, in collaboration with your Executive Director, a process for bringing forward your questions and concerns (or those raised by others) about administrative matters. Direct administrative matters to your Executive Director.

•Use your Executive Director and staff as a resource for accurate information and to get things done (and look good while doing it!). Be cautious of reacting to "one side of the story" or being "conscripted" into an attempted "end run."

•Avoid being swayed by the (understandable but mistaken) view that individual members have power to override administrative decisions vested in others. Be supportive of Board "processes in place."

•Resolve to work through your differences at the governing body level and speak with "one voice" to your direct reports. The solution for unresolved differences is not for individual members to take the issue upon themselves.

Four: Put Ethics First

•A primary source of potential personal liability (which generally is not covered by public official liability insurance) is failure to comply with applicable ethics rules.

•Thus, become familiar with the ethics rules governing your conduct as Directors (e.g., By-Laws, Article X; Colorado Standards of Conduct, C.R.S. 24-18-201 *et seq*). Some key areas:

- •Conflicts of Interest: Disclose, recuse, don't vote, and don't influence others.
- •Don't disclose or use any confidential information for financial gain.
- •Decline any gifts that seem to be connected to your service (and abide by gift rules).

•Avoid situations that may create an appearance of impropriety. In matters of ethics, fair or not, sometimes perception = reality and reality = perception.

A Few Ethics Scenarios

- **#1:** An Authority Director owns a business adjacent an Authority-managed property and wants to lease a small, vacant portion of the property for temporary parking while his business is being renovated. Conflict? What should the member do?

- **#2:** Same situation as #1 but at the meeting where this request is up for discussion/direction there is only the minimum quorum of Directors present and if the Director recuses himself there won't be a quorum to act on his request. What to do?

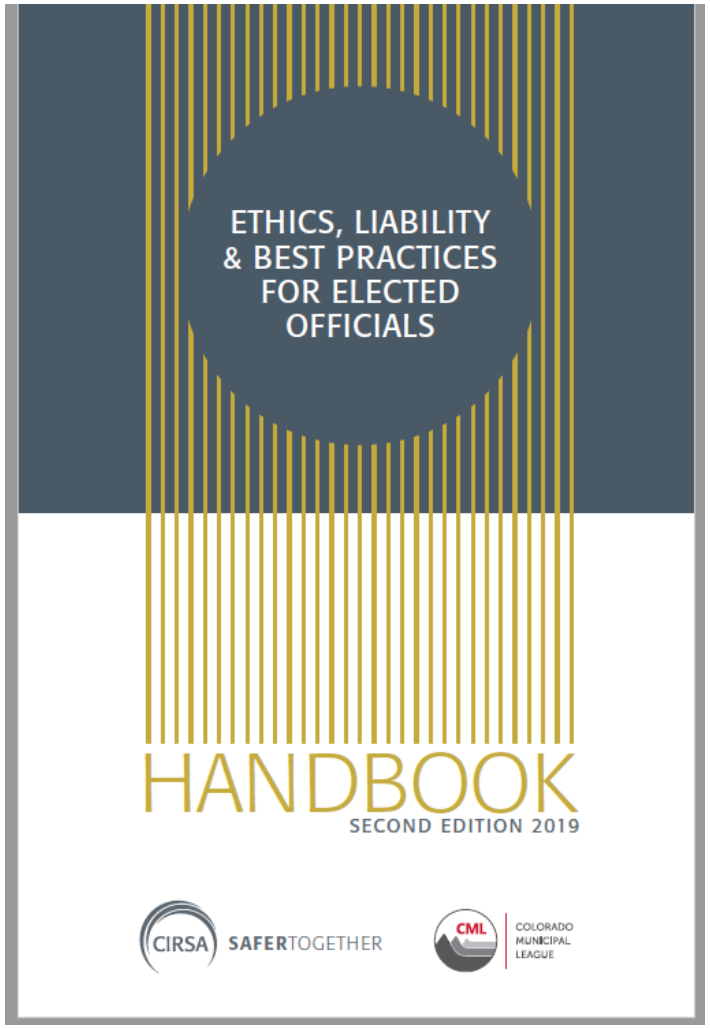
- **#3:** An Authority Director has an interest in an Authority-managed unit and the Authority is considering further changes to its regulations that will apply to that unit. Conflict?

Concluding Thoughts: Key “Takeaways” for Managing Risks

- Embrace and provide good process—process is itself a government service
- Follow transparency rules
- Take the time you need & get the information you need to make sound decisions
- Have focused and on-point deliberations—they lead to defensible decisions
- Remember and embrace the policy/administrative distinction
- Individually and collectively, stay within your authority and “SOE”
- Know the rules, play by the rules, and apply them evenhandedly
- Recognize the authority of the Board is exercised collectively
- Avoid conduct and decisions that may appear as arbitrary or retaliatory
- Work collaboratively to fulfill your Board responsibilities. **Embrace the fiduciary, stewardship, and “We” responsibilities of membership on a local public body.**

- **Thank you for the opportunity to present!**

Resources



CIRSA Elected Officials Handbook:
https://www.cirsa.org/wp-content/uploads/2019/06/EthicsLiabilityBestPracticesHandbookForElectedOfficials.pdf

CIRSA elected and appointed officials' resources:
https://www.cirsa.org/safety-training/elected-officials/.

CIRSA news & events page:
https://www.cirsa.org/news-and-events/news/

CIRSA Training & Events Calendar:
https://www.cirsa.org/news-and-events/events-calendar/

CIRSASafety YouTube Channel:
https://www.youtube.com/@CIRSASafety/videos

About CIRSA

- Public entity self-insurance pool for property, liability, and workers' compensation coverages.
- Formed by in 1982 by 18 municipalities pursuant to CML study committee recommendations.
- Not an insurance company, but an entity created by intergovernmental agreement of our members.
- Total membership today stands at 295 member municipalities and affiliated legal entities.
- Member-owned, member-governed organization.
- No profit motive – sole motive is to serve our members effectively and responsibly.
- Seek to be continually responsive to the liability-related needs of our membership – coverages and associated risk management services, sample publications, training, and consultation services, as well as specialty services.
- More information at www.cirsa.org.

Conclusion

Speaker Bio

Sam Light is Deputy Executive Director/General Counsel for the Colorado Intergovernmental Risk Sharing Agency (CIRSA). Previously Mr. Light was a partner with the Denver law firm of Light | Kelly, P.C., specializing in municipal and other public entity law, insurance law and defense of public entities and elected officials. Sam is a frequent speaker on municipal law and has practiced in Colorado since 1993.

OPEN HOUSE

TUESDAY, JANUARY 27TH

Open to the public, please join us at the following communities:

10 AM - 11 AM at Anglers Four Hundred
400 Anglers Dr, Steamboat Springs, CO 80487

1 PM - 2 PM at Alpenglow Village
1400 Pine Grove Rd, Steamboat Springs, CO 80487

3 PM - 4 PM at The Reserves at Steamboat Springs
2100 Elk River Rd, Steamboat Springs, CO 80487