

Standard 3: Board Accountability

Board Approval of Land Transactions Policy

The board of Utah Open Lands (UOL) reviews and approves every land and easement transaction, and the board is provided timely and adequate information prior to final approval. A Conservation Subcommittee exists at the pleasure of the board with recommendation-making authority on transactions through a developed mechanism: Project Selection Criteria for transactions. This criterion should periodically be reviewed by the full board at the annual meeting. (Addendum docs would be Criteria, Conservation Easement Sub Committee reports, minutes, etc.)

The entire board must take responsibility for ensuring that transactions are carried out within legal constraints, are soundly structured, make good use of the land trust's resources, avoid undue risk, and further the organization's mission.

The board also needs to understand its responsible for other types of decisions affecting its real property holdings, including amendments to conservation easements and the transfer, sale or exchange of property held by the land trust. Board action is almost always required.

Action: Preliminary Sub Committee Project selection criteria is first reviewed by the board appointed conservation subcommittee before moving on to any preliminary approval of the full board.

Action: Preliminary Board approval

UOL, after first meeting with the Conservation Subcommittee, involves the full board at the beginning of the transaction by requiring its preliminary approval to proceed. The board's decision should be based on a determination that the project 1) is consistent with the land trust's mission and goals, and 2) that the property has significant resource and public benefit values, and 3) property is of sufficient size that its conservation resources are likely to remain intact and sustained despite adjacent development or the potential for adding more acreage in the future or sufficient neighboring property is either already protected or will be, and 4) protection of the property aids sound land use planning, promotes land conservation, and encourages careful stewardship of land and water resources. Having the board grant preliminary, conditional approval helps the transaction process in several ways.

- It signals to the parties involved that UOL is serious about the transaction.
- It clearly authorizes the staff or volunteers to proceed with research and engage in negotiations, and avoids wasting time on inappropriate or unpopular transactions.
- When the transaction comes up for final action, the board will already be familiar with the project, and most, if not, all of the board's questions and concerns will have been addressed earlier in the process. This increases the certainty of the outcome.

Action: The project is further reviewed by the subcommittee as the transaction proceeds

UOL's Board will be kept updated on the status of projects as they proceed and will eventually determine if it can manage, defend and protect the property at reasonable cost, by weighing the risks or costs and benefits of the project. And it must re-evaluate whether the transaction meets its criteria and serves the public benefit. Where possible, board review of the project midway in the selection process provides an update on the status of the transaction and gives the board the opportunity to confirm its intent to proceed or to suggest adjustments that would bring the project into compliance with UOL's criteria.

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Action: Final approval

When the board gets to the point of final approval it has determined the transaction meets its selection criteria, and all of the steps in UOL's selection process have been completed. The project is ready for final action by the full board. Board at its discretion may approve a final transaction pending final legal review. Agreements and legal documents have been developed and reviewed by representatives and legal counsel of the land trust and the landowner.

Throughout the approval process the following basic steps for presenting, discussing and approving a project include the following:

- 1. Timely and adequate information.** Before a board meeting at which a project is discussed, board members should receive an agenda listing all projects to be discussed. The agenda should include a brief description of each transaction and recommend action or options for the board to discuss. This allows the board members to ask for more information or reflect upon the transaction ahead of time.
- 2. Provide visual depictions.** Maps and photos that adequately depict the land should be available at the meeting. In some cases an advance site visit by one or more board members is useful.
- 3. Provide a project selection criteria created by subcommittee.** This report should be completed for each property, with pertinent information about ownership goals (reserved rights, etc), natural resource value, monitoring and management needs (costs, etc.). The report should also include a layperson's description of any title issues that exist and other issues that have come up during the process of bringing the land transaction to fruition.
- 4. Present the issues.** The committee or project manager should present key issues that need to be considered.
- 5. Conduct a thorough discussion.** The board should thoroughly discuss the proposal focusing on key issues, and board members should request additional information or ask questions if needed. The decision should not be rushed.
- 6. Take a recorded vote.** The board secretary should ensure that minutes reflect the final vote and the names of any dissenter(s).

A copy of the minutes approving the project or the approved resolution should be kept in the project file.