# Board of Directors Meeting Minutes

**East Multnomah Soil and Water Conservation District**

**Held on Monday, February 4th, 2019; 6:00 PM – 9:00 PM**

5211 N. Williams Ave. Portland, OR 97217

## Attendees

| Board Directors          | Rick Till, At-Large 1 Director  
|                         | Laura Masterson, Zone 2 Director, Vice-Chair  
|                         | Allison Hensey, At-Large 2 Director, Chair  
|                         | Mike Guebert, Zone 3 Director  
|                         | Gabrielle Rossi, Zone 1 Director, Treasurer (arrived at 6:44pm)  
| Associate Board Directors | Carrie Sanneman  
| Board Members Not attending | Diana Pope, Director Emeritus  
| Staff                     | Jay Udelhoven, Executive Director  
|                         | Dan Mitten, Chief of Finance & Operations  
|                         | Julie DiLeone, Rural Lands Program Supervisor  
|                         | Kathy Shearin, Urban Lands Program Supervisor  
|                         | Andrew Brown, Conservation Legacy Program Supervisor  
|                         | Lindsay Nelson, Office Manager  
|                         | Alex Wooley, Marketing and Media Manager  
| Guests                   | No members of the public were present  

## Packet materials referenced above available in hardcopy by request or electronically at: [http://emswcd.org/about/board/meetings/](http://emswcd.org/about/board/meetings/)

## Item # | Time | Board Meeting Agenda Item | Purpose | Presenter
|--------|------|--------------------------|---------|---------
| 1      | 6:02 | Welcome and meeting called to order:  
|        | 5 min| • Review/revise agenda  
|        |      | • Review previous action items  
|        |      | • Approve board meeting minutes  
|        |      | Information/Decision | Hensey | a) 1/7/19 Board Minutes ~  
|        |      |                         |        | b) 1/25/19 Work Session Minutes~  
|        |      |                         |        | c) 1/28.19 Ad-hoc Committee Minutes ~  

**Called to order at 6:02pm**

- Udelhoven requested to revise the agenda.
  - Udelhoven requested to change agenda item #3 to include a decision rather than solely for information.
  - Udelhoven requested to add a brief conversation about appointing the Board Secretary to agenda item #5.
  - Udelhoven corrected agenda item # 7. It is time allocated for an update on the Ad-Hoc Committee meeting rather than introducing the new associate director candidates.
- Udelhoven went through previous action items.
- Udelhoven announced 3 proposed changes to the 1/7/19 Board meeting minutes.
  - Udelhoven requested to add “Secretary” at the end of Rick Till’s name under the attendees.
  - Udelhoven requested to correct the spelling of Pope’s name under attendees.
  - Udelhoven requested to include Pope as a member of the Ad-Hoc Committee under agenda item #3.

**MOTION:** Guebert moved to approve the January 2019 Board meeting minutes with the proposed changes  
Masterson 2nd  
Motion passed unanimously

- Udelhoven pointed out two action items noted at 1/25/19 Board Work Session meeting minutes.
  - Udelhoven stated that he and Masterson will follow up with the Equity Team to update them on the Work Session discussions.
  - Udelhoven will follow up with the Board to determine possible dates for quarterly DEI Work Sessions.
MOTION: Till moved to approve the 1/25/19 Board Working Session minutes  
Guebert 2nd  
Motion passed unanimously

- Udelhoven requested to remove Till’s name from attendees, as he was not at the Ad-Hoc Committee meeting.

MOTION: Masterson moved to approve the January Ad-Hoc Committee meeting minutes  
Till 2nd  
Motion passed unanimously

<table>
<thead>
<tr>
<th>Time reserved for public comment and introductions¹</th>
<th>Information</th>
<th>Public</th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>6:10 p.m. 5 min</td>
<td>Information</td>
<td>Public</td>
<td>N/A</td>
</tr>
</tbody>
</table>

- No members of the public were present.

EXECUTIVE DIRECTOR

| Time reserved for FY18-19 Q2 Progress Report        | Information/Decision (as amended) | Udelhoven/Mitten/Shearin/DiLeone/Brown | a) FY18-19 Q2 Progress Report ~  
b) December ’18 Financial Statements |
|-----------------------------------------------------|-----------------------------------|----------------------------------------|-----------------------------------|
| 6:10 p.m. 30 min                                    | Information/                       | Udelhoven/Mitten/Shearin/DiLeone/Brown | a) FY18-19 Q2 Progress Report ~  
b) December ’18 Financial Statements |

- Udelhoven introduced the FY18-19 Q2 Progress report and then gave each Program Manager an opportunity to present their team’s updates.
  - Mitten presented the financial progress, significant accomplishments and upcoming events for the Finance and Operations team.
  - Mitten also presented the December’18 financial statements.
  - Shearin gave a brief update on significant accomplishments and upcoming events.
  - Shearin also gave a brief update on the Mt. Hood Community College demonstration project.
    - A Brief discussion was held on moving forward with the demonstration project and what completion of the project would look like.
    - Shearin asked the Board to approve combining remaining funds from this year’s demonstration projects budget ($100k) and combining that with $75k out of the $100k from next year’s demonstration projects budget to complete the project. She is requesting to combine those funds into one contract that will start this fiscal year and run through the next fiscal year.

MOTION: Masterson moved to approve the changes that Shearin is asking for to complete the demonstration project at Mt. Hood Community College contingent on the next budget cycle.  
Guebert 2nd  
Hensey asked to clarify if the Board was comfortable procedurally and legally with entering into a contract without budgeting the money but with a clause in the contract that states depending on the budget approval.  
Motion passed unanimously

- DiLeone presented the financial progress, significant accomplishments and upcoming events for the Rural Lands program.
- Brown presented the financial progress, significant accomplishments and upcoming events for Headwater Farms, the Grants program, and Land Legacy program.

¹ Each member of the public who wishes to speak shall be given approximately 3 minutes.
Board of Directors Meeting
East Multnomah Soil and Water Conservation District
Held on Monday, February 4th, 2019; 6:00 PM – 9:00 PM
5211 N. Williams Ave. Portland, OR 97217

FINANCE & OPERATIONS

| 4 | 6:48 | FY19-20 Budget Calendar & Officer | Decision | Mitten | a) FY19-20 Budget Calendar ~ |

• Mitten presented the FY19-20 Budget Calendar.

MOTION: Masterson moved to appoint Mitten as the Budget Officer
Guebert 2nd
Motion passed unanimously

MOTION: Rossi moved to approve the FY19-20 Budget calendar as presented in the board packet
Guebert 2nd
Motion passed unanimously

BOARD-SPECIFIC BUSINESS

| 5 | 6:51 | Director Rossi Signature Authority | Decision | Hensey | N/A |

MOTION: Till moved to approve signing authority to Rossi
Masterson 2nd
Motion passed unanimously

MOTION: Rossi moved to approve appointing Till as the Secretary of the Board
Guebert 2nd
Motion passed unanimously

| 6 | 6:52 | Equity Moment | Discussion | Masterson | (See Item 1b) |

• Masterson gave a brief update on the DEI collaboration meeting that Udelhoven initiated and hosted with other local government agents.
• A brief discussion was held on differences in approach on Equity planning and training between the other government agencies.
• Udelhoven requested to schedule another Board working session.
  o The Board agreed on May 17th, 2019 from 1:00pm-5:00pm.

| 7 | 7:04 | Ad-hoc Committee Update: New Associate Director candidate introductions | Discussion/Decision | Sanneman | (See Item 1c) |

• Sanneman provided a brief update from the Ad-Hoc Committee meeting on 1/25/19.
• A brief discussion was held on the current criteria and decision to add to the criteria list.
  o A few questions and concerns were brought up: How many Associate Directors do we add at one time? Is the Board getting too big too fast? Should we have one Associate Director per zone?
  o It was mentioned that power sharing and equity could add a lot of value to the current Board.
  o Hensey suggested moving forward with filling at least the one vacant Associate Director spot.
  o Hensey also suggested to send out a poll to capture each Board member’s top 2 priorities in determining the criteria for adding an Associate Director.
Board of Directors Meeting  
East Multnomah Soil and Water Conservation District  
Held on Monday, February 4th, 2019; 6:00 PM – 9:00 PM  
5211 N. Williams Ave. Portland, OR 97217

8 7:31 100 min  Executive Session under ORS 192.355 to be held to consider information that is exempt from public records laws.  Discussion/ Decision  Till & Hensey  N/A

Executive Session entered at 7:31pm  
Executive Session ended at 9:19pm

CLOSING ITEMS

9 9:19  • Announcements and reminders  • Action Items  • Adjourn Meeting  Information  Hensey  N/A

MOTION: Till moved to adopt the assumptions discussed in Executive Session  
Guebert 2nd  
Motion passed unanimously

Meeting adjourned at 9:21pm

<table>
<thead>
<tr>
<th>No.</th>
<th>Date Generated</th>
<th>Action Items</th>
<th>Responsible Parties</th>
<th>Due Date</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2/4/19</td>
<td>Send a poll to the Board asking them to prioritize objectives for new Associate Directors.</td>
<td>Udelhoven</td>
<td>ASAP</td>
<td>Completed</td>
</tr>
<tr>
<td>2</td>
<td>2/4/19</td>
<td>Research if other, non-SWCD Oregon districts have associate director positions on their boards.</td>
<td>Udelhoven</td>
<td>ASAP</td>
<td>Completed</td>
</tr>
<tr>
<td>3</td>
<td>1/7/19</td>
<td>Review, clarify, and make consistent language in Policy 1.1.10: Open Door, Grievances, and Whistle Blowing.</td>
<td>Udelhoven</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
</tbody>
</table>

Packet materials referenced above available in hardcopy by request or electronically at: http://emswcd.org/about/board/meetings/
EMSWCD Board Members, Committees and Meeting Dates

<table>
<thead>
<tr>
<th>EMSWCD Board</th>
<th>EMSWCD Committees</th>
</tr>
</thead>
<tbody>
<tr>
<td>Members</td>
<td>Officers</td>
</tr>
<tr>
<td>Gabrielle Rossi</td>
<td>Director - Zone 1</td>
</tr>
<tr>
<td>Laura Masterson</td>
<td>Director - Zone 2</td>
</tr>
<tr>
<td>Mike Guebert</td>
<td>Director - Zone 3</td>
</tr>
<tr>
<td>Rick Till</td>
<td>Director - At-Large 1</td>
</tr>
<tr>
<td>Allison Hensey</td>
<td>Director - At-Large 2</td>
</tr>
<tr>
<td>Dianna Pope</td>
<td>Director - Emeritus</td>
</tr>
<tr>
<td>Carrie Samman</td>
<td>Director - Associate</td>
</tr>
</tbody>
</table>

Upcoming Schedule

<table>
<thead>
<tr>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>July</td>
<td>--</td>
</tr>
<tr>
<td>August</td>
<td>6</td>
</tr>
<tr>
<td>September</td>
<td>10</td>
</tr>
<tr>
<td>October</td>
<td>8</td>
</tr>
<tr>
<td>November</td>
<td>5</td>
</tr>
<tr>
<td>December</td>
<td>3</td>
</tr>
<tr>
<td>January</td>
<td>7</td>
</tr>
<tr>
<td>February</td>
<td>4</td>
</tr>
<tr>
<td>March</td>
<td>4</td>
</tr>
<tr>
<td>April</td>
<td>1</td>
</tr>
<tr>
<td>May</td>
<td>6</td>
</tr>
<tr>
<td>June</td>
<td>3</td>
</tr>
</tbody>
</table>

EMSWCD prohibits discrimination in all of its programs and activities on the basis of race, color, national origin, age, disability, sex, marital status, familial status, parental status, religion, sexual orientation, genetic information, political beliefs, reprisals, because all or part of an individual’s income is derived from any public assistance program, or based on any other group or affiliation. EMSWCD will not condone or tolerate prejudicial remarks, actions, slurs, or jokes expressed and directed at or to any person. Any employee who behaves in such a manner while conducting EMSWCD’s business will be subject to disciplinary action including possible termination. EMSWCD is an equal opportunity provider and employer.

The EMSWCD office is ADA accessible, and served by bus lines #44, #72 and #6. For Americans with Disabilities Act accommodations, or for translation services, call (503) 222-7645 no later than 48 hours prior to a meeting date.