



**Board of Directors Meeting Minutes**  
**East Multnomah Soil and Water Conservation District**  
**Held on Monday, February 4<sup>th</sup>, 2019; 6:00 PM – 9:00 PM**  
**5211 N. Williams Ave. Portland, OR 97217**

Attendees	
<b>Board Directors</b>	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)
<b>Associate Board Directors</b>	Carrie Sanneman
<b>Board Members Not attending</b>	Diana Pope, Director Emeritus
<b>Staff</b>	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 Woolery, Marketing and Media Manager
<b>Guests</b>	No members of the public were present

Item #	Time	Board Meeting Agenda Item	Purpose	Presenter	Packet * please read; ~ please review
1	<b>6:02</b> 5 min	<b>Welcome and meeting called to order:</b> <ul style="list-style-type: none"> <li>• Review/revise agenda</li> <li>• Review previous action items</li> <li>• Approve board meeting minutes</li> </ul>	Information/ <b>Decision</b>	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 2<sup>nd</sup>**

**Motion passed unanimously**

- Udelhoven pointed out two action items notated on 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.



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**MOTION: Till moved to approve the 1/25/19 Board Working Session minutes**

**Guebert 2<sup>nd</sup>**

**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 2<sup>nd</sup>**

**Motion passed unanimously**

2	<b>6:10</b> 5 min	<b>Time reserved for public comment and introductions<sup>1</sup></b>	Information	Public	N/A
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- No members of the public were present.

**EXECUTIVE DIRECTOR**

3	<b>6:10</b> 30 min	<b>FY18-19 Q2 Progress Report</b>	Information/ <b>Decision</b> (as amended)	Udelhoven/ Mitten/ Shearin/ DiLeone/ Brown	a) FY18-19 Q2 Progress Report ~ b) December '18 Financial Statements
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- 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 2<sup>nd</sup>**

***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.

<sup>1</sup> Each member of the public who wishes to speak shall be given approximately 3 minutes.



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FINANCE & OPERATIONS					
4	<b>6:48</b> 5 min	<b>FY19-20 Budget Calendar &amp; Officer</b>	<b>Decision</b>	Mitten	a) FY19-20 Budget Calendar ~
<ul style="list-style-type: none"> <li>Mitten presented the FY19-20 Budget Calendar.</li> </ul> <p><b>MOTION: Masterson moved to appoint Mitten as the Budget Officer</b> Guebert 2<sup>nd</sup> Motion passed unanimously</p> <p><b>MOTION: Rossi moved to approve the FY19-20 Budget calendar as presented in the board packet</b> Guebert 2<sup>nd</sup> Motion passed unanimously</p>					
BOARD-SPECIFIC BUSINESS					
5	<b>6:51</b> 5 min	<b>Director Rossi Signature Authority</b>	<b>Decision</b>	Hensey	N/A
<p><b>MOTION: Till moved to approve signing authority to Rossi</b> Masterson 2<sup>nd</sup> Motion passed unanimously</p> <p><b>MOTION: Rossi moved to approve appointing Till as the Secretary of the Board</b> Guebert 2<sup>nd</sup> Motion passed unanimously</p>					
6	<b>6:52</b> 10 min	<b>Equity Moment</b>	Discussion	Masterson	<i>(See Item 1b)</i>
<ul style="list-style-type: none"> <li>Masterson gave a brief update on the DEI collaboration meeting that Udelhoven initiated and hosted with other local government agents.</li> <li>A brief discussion was held on differences in approach on Equity planning and training between the other government agents.</li> <li>Udelhoven requested to schedule another Board working session.               <ul style="list-style-type: none"> <li>The Board agreed on May 17<sup>th</sup>, 2019 from 1:00pm-5:00pm.</li> </ul> </li> </ul>					
7	<b>7:04</b> 20 min	<b>Ad-hoc Committee Update:</b> New Associate Director candidate introductions	Discussion/ <b>Decision</b>	Sanneman	<i>(See Item 1c)</i>
<ul style="list-style-type: none"> <li>Sanneman provided a brief update from the Ad-Hoc Committee meeting on 1/25/19.</li> <li>A brief discussion was held on the current criteria and decision to add to the criteria list.               <ul style="list-style-type: none"> <li>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?</li> <li>It was mentioned that power sharing and equity could add a lot of value to the current Board.</li> <li>Hensey suggested moving forward with filling at least the one vacant Associate Director spot.</li> <li>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.</li> </ul> </li> </ul>					



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8	<b>7:31</b> 100 min	<b>Executive Session under ORS 192.355</b> to be held to consider information that is exempt from public records laws.	Discussion/ <b>Decision</b>	Till & Hensey	N/A
Executive Session entered at 7:31pm Executive Session ended at 9:19pm					
<b>CLOSING ITEMS</b>					
9	<b>9:19</b>	<ul style="list-style-type: none"> <li>• Announcements and reminders</li> <li>• Action Items</li> <li>• Adjourn Meeting</li> </ul>	Information	Hensey	N/A
<b>MOTION: Till moved to adopt the assumptions discussed in Executive Session          Guebert 2<sup>nd</sup>          Motion passed unanimously</b>  <b>Meeting adjourned at 9:21pm</b>					

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



(January 29, 2019)

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**EMSWCD Board Members, Committees and Meeting Dates**

EMSWCD Board			EMSWCD Committees								
Members	Positions	Officers	Budget	Land Legacy	Personnel	Grants	PIC	CLIP	SPACE	Ad-hoc	
Gabrielle Rossi	Director - Zone 1	Treasurer	X	X						X	
Laura Masterson	Director - Zone 2	Vice-Chair	X	Co-chair	X			X		X	
Mike Guebert	Director - Zone 3		X	X	Chair	X			X		
Rick Till	Director - At-Large 1	Secretary	X	X	X	X	X			X	
Allison Hensey	Director - At-Large 2	Chair	X	X				X			
Dianna Pope	Director - Emeritus		X							X	
Carrie Sanneman	Director - Associate		X	Co-chair		X			X	X	
<b>Upcoming Schedule</b>											
<b>FY18-19</b>	<b>2018</b>	<b>July</b>	--	30	27						
		<b>August</b>	6								
		<b>September</b>	10	24	12						
		<b>October</b>	8								
		<b>November</b>	5	26							
		<b>December</b>	3		10						
	<b>2019</b>	<b>January</b>	7	28							28
		<b>February</b>	4					27/28			
		<b>March</b>	4	~4	25	TBD	TBD				
		<b>April</b>	1	~1							
		<b>May</b>	6	~6	20						
		<b>June</b>	3			TBD					

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