



Board of Directors Meeting Minutes
 East Multnomah Soil and Water Conservation District
 Monday October 7, 2019, 6:00 – 8:30 PM
 To be held at: 5211 N Williams Ave, Portland, OR 97217

Minutes

Attendees	
Board Directors	Allison Hensey, At-Large 2 Director, Chair (called in) Rick Till, At-Large 1 Director, Secretary Laura Masterson, Zone 2 Director (Chaired in Hensey's absence) Dianna Pope, Director Emeritus
Associate Board Directors	Carrie Sanneman, Associate Director
Board Members Not attending	Mike Guebert, Zone 3 Director Gabrielle Rossi, Zone 1 Director, Treasurer
Staff	Andrew Brown, Interim Executive Director & Conservation Legacy Program Supervisor Dan Mitten, Chief of Finance & Operations Julie DiLeone, Rural Lands Program Supervisor Kathy Shearin, Urban Lands Program Supervisor Lindsay Nelson, Office Manager Chelsea White-Brainard, Rural Outreach & Education Specialist Matt Shipkey, Land Legacy Program Manager Alex Woolery, Marketing and Media Manager Suzanne Easton, Grants Manager Jeremy Baker, Senior Rural Conservationist
Guests	Mary Heffernan, Temenos Consulting Kay Hall, Perspective Consulting Group Matthew Edwards, NRCS

Item #	Time	Board Meeting Agenda Item	Purpose	Presenter	Packet <i>* please read; ~ please review</i>
1	6:09	Welcome and meeting called to order: <ul style="list-style-type: none"> • Introductions • Review/revise agenda • Review previous action items • Approve board meeting minutes 	Information/ Decision	Hensey	a) 9/9/2019 Board Meeting Minutes ~

Called to order at 6:09pm

- Brown requested to add a brief discussion on NAYA between agenda items eight and nine and the Board agreed.
- Brown reviewed previous action items.

MOTION: Till moved to approve the September 2019 Board of Directors meeting minutes
 Hensey 2nd
 Motion passed unanimously



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2	6:14	Time reserved for public comment and introductions¹	Information	Public	N/A
<ul style="list-style-type: none"> There were no comments made by the public at this time. 					
DISTRICT BUSINESS					
3	6:14	Organizational Development	Discussion	Brown	a) Organizational Consultant's Phase 3 Scope of Work.
<ul style="list-style-type: none"> Brown provided a brief update on the status of the organizational development consultancy phase three scope of work. Heffernan facilitated a discussion with the Board in preparation for the first Board work session and detailed the level of commitment from the Board during phase three. Kay and Hall requested three sessions with the Board <ul style="list-style-type: none"> The Board discussed availability and identified four tentative dates that the Board could meet with the consultants. 					
4	7:00	Equity Team Update	Discussion	White-Brainard	N/A
<ul style="list-style-type: none"> White-Brainard provided a brief update on the Equity Team. White-Brainard introduced the draft agenda for the upcoming Board DEI Session and asked the Board for their input. <ul style="list-style-type: none"> Hensey suggested looking into outsourcing a facilitator for the session. Masterson request some time on the agenda to briefly discuss the Executive Director search firms. 					
5	7:11	Executive Director Search	Discussion/ Decision	Guebert/ Rossi/ Pope	a) DRAFT recruitment firm Request for Proposals *
<ul style="list-style-type: none"> Brown updated Board on the status of the Executive Director search. Brown requested to change the RFP and remove the statement regarding not accepting proposals received after the deadline. The Board discussed next steps and scheduling of activities. Masterson and Hensey will discuss the Executive Director search firms in a meeting scheduled for October 25th. 					
6	7:27	OACD Bylaw amendments and representation at members meeting.	Discussion/ Decision	Brown	a) OACD Bylaws Redline with Amendments ~ b) OACD proposed bylaw amendments c) Ballot for OACD bylaw amendments
<ul style="list-style-type: none"> Brown gave a brief overview of the proposed amendments to the bylaws. <p>MOTION: Till moved to delegate Brown to represent EMSWCD at the OACD Annual Meeting and to vote on behalf of the District on the bylaw amendments Hensey 2nd Motion passed unanimously</p>					

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



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FINANCE & OPERATIONS					
7	7:36	Policy Amendments: <ul style="list-style-type: none"> Public Records Records Retention Schedule Board and Committee Policies and Procedures 	Discussion/ Decision	Mitten	a) DRAFT 1.2.3: Public Records Policy ~ b) DRAFT 1.2.1: Record Retention Schedule. c) DRAFT 1.3.1: Board and Committee Policies & Procedures ~
<ul style="list-style-type: none"> Mitten presented various amendments to the previously approved policies related to public records and records retention. There was further discussion on the public records policy as well as including Board access to records in the Board Policies. <ul style="list-style-type: none"> The Board asked for more clarification on what the Board can and cannot have access to and requested to add the citation to the updated policy and to bring it back for formal approval at a later time. <p>MOTION: Till moved to approve Policy 1.2.3 Public Records and 1.2.1 Record Retention Schedule Hensey 2nd Motion passed unanimously</p>					
8	7:54	Financial Report	Information	Mitten	a) August 2019 Financial Report ~
<ul style="list-style-type: none"> Mitten presented the financials for August 2019. 					
BOARD-SPECIFIC BUSINESS					
9	7:58	NAYA Update	Information	Brown	
<ul style="list-style-type: none"> Brown provided a brief update on the NAYA partnership project. A discussion was held on the possible terms for the proposed grant. 					
10	8:07	Staff salary grade reclassifications	Discussion/ Decision	Brown	a) Chelsea White-Brainard reclassification recommendation. b) Scot Wood reclassification recommendation.
<ul style="list-style-type: none"> Brown presented two reclassifications and referred to one salary increase recommendation. Brown also presented the classification distinctions of a C2 vs. C3 and A2 vs. A3. <p>MOTION: Till moved to approve both reclassifications as recommended Hensey 2nd Motion passed unanimously</p> <p>MOTION: Till moved to Delegate the authority to the Interim Executive Director to address Nelson’s salary increase recommendation Hensey 2nd Motion passed unanimously <i>*motion made at the beginning of agenda item 11</i></p>					



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11	8:19	Approach to management team merit increases in lieu of performance reviews during interim period.	Discussion/ Decision	Masterson	N/A
<ul style="list-style-type: none"> Masterson presented options for potential salary increases for Mitten and Brown in lieu of performance review related merit increases. A discussion was held on meanings of the percentages assigned to the performance reviews. <p>MOTION: Till moved to approve utilizing the average of past performance reviews to determine the number for a merit increase for Mitten and Brown Hensey 2nd Motion passed unanimously</p> <p>MOTION: Till moved to authorize Brown and Hensey to craft a letter explaining the FY18-19 performance evaluation process to be placed in the Management Team’s personnel files Hensey 2nd Motion passed unanimously</p>					
12	8:32	Interim Executive Director compensation practices.	Discussion/ Decision	Mitten	a) Interim Executive Director Compensation Practices & Options ~
<ul style="list-style-type: none"> Mitten presented the results of research on standard practices regarding temporary salary increases for internal Interim Executive Director appointments. <p>MOTION: Till moved to approve option two with a 10% increase post COLI plus non-merit percentage increase effective and retroactive to 7/1/19 Hensey 2nd Motion passed unanimously</p>					
13	8:42	Board expectations of Interim Executive Director.	Discussion	Hensey	N/A
<ul style="list-style-type: none"> Hensey discussed the expectations of the Interim Executive Director during the interim period. A discussion was held on how to handle performance reviews for the Management Team for the FY19-20 review. The Board decided to continue the discussion on management team performance evaluations at a later time. The Board requested that Hensey create a written draft of expectations for the Interim Executive Director to be circulated to the Board and discussed at the next Board meeting. 					
CLOSING ITEMS					
14	9:04	<ul style="list-style-type: none"> Announcements and reminders Action Items Adjourn Meeting 	Information	Hensey	N/A
<ul style="list-style-type: none"> Brown announced Moeller’s departure from EMSWCD at the end of November. Brown also announced that Executive Director for Clackamas SWCD is leaving the organization at the end of the year. Brown asked for approval to send electronic calendar invites to the Board for Board and Committee Meetings. Brown informed the Board that SDAO Board of Director applications are now being accepted. <p>Meeting adjourned at 9:09pm</p>					



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No.	Date Generated	Action Items	Responsible Parties	Due Date	Status
1	5/6/19	Add a discussion on the Associate Director appointment process on a future Board of Directors meeting.	Hensey	ASAP	Pending
2	6/3/19	Connect with P.K. and Nelson to finalize meeting minutes from the Special Board of Directors meeting on May 10 th .	Hensey	ASAP	Pending
3	10/7/19	Look further into getting a facilitator for the October 23 rd DEI work session.	White-Brainard	ASAP	Completed
4	10/7/19	Make the revisions to the RFP and get it out to the list of identified search firms.	Mitten/Brown	ASAP	Completed
5	10/7/19	Send the list of search firms identified to the Board.	Mitten	ASAP	Completed
6	10/7/19	Send out calendar invite for meeting on October 25 th to consider the search firm proposals.	Nelson	ASAP	Completed
7	10/7/19	Create a draft list of questions to ask search firms as part of the selection process.	EMSWCD Staff	ASAP	Pending
8	10/7/19	Liaise with Pope and Rossi about the bylaw amendments and participation at the OACD annual meeting.	Brown	ASAP	Pending
9	10/7/19	Investigate the applicable legislation pertinent to the revisions in Policy 1.3.1. and bring that policy back to the Board for their approval in future.	Mitten	ASAP	Pending
10	10/7/19	Look into doing a training with the Board on records retention, including texts and other electronic communications.	Mitten	ASAP	Pending
11	10/7/19	Look into the previous pay equity analysis and make a salary determination for Lindsay to address possible discrepancy.	Brown	ASAP	Complete
12	10/7/19	Create letters for the management team's personnel files acknowledging the situation regarding the recent performance reviews that were not completed.	Brown/Hensey	ASAP	Pending
13	10/7/19	Create a draft document on the roles and expectations of the Interim Executive Director during the interim period and circulate it to the Board.	Hensey	ASAP	Pending



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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
Upcoming Schedule										
FY19-20	2019	July	8							
		August	5	5						
		September	9	30						
		October	7			TBD				
		November	4	25						
		December	2							
	2020	January	6	27		TBD				
		February	3				TBD			
		March	2	2	30					
		April	6	6						
		May	4	4	18					
		June	1							

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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.