



Board of Directors Meeting Minutes
 East Multnomah Soil and Water Conservation District
 Monday July 8, 2019, 6:00 – 8:45 PM
 To be held at: NAYA, 5135 NE Columbia Blvd, Portland, OR 97218

MINUTES

| Attendees | |
|------------------------------------|--|
| Board Directors | Rick Till, At-Large 1 Director, Secretary Allison Hensey, At-Large 2 Director, Chair Gabrielle Rossi, Zone 1 Director, Treasurer Mike Guebert, Zone 3 Director |
| Associate Board Directors | Carrie Sanneman, Associate Director |
| Board Members Not attending | Laura Masterson, Zone 2 Director Dianna Pope, Director Emeritus |
| Staff | Andrew Brown, Acting 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 Rowan Steele, Headwaters Farm Program Manager Monica McAllister, Community Connections Liaison Brandi Boersma, Interim Urban Lands Outreach & Education Specialist Alex Woolery, Marketing & Media Manager Suzanne Easton, Grants Program Manager Matt Shipkey, Land Legacy Program Manager |
| Guests | Kim Galland (and kids), NRCS Mathew Edwards, NRCS Ann Takamoto, NAYA Paul Lumley, NAYA |

| Item # | Time | Board Meeting Agenda Item | Purpose | Presenter | Packet <i>* please read; ~ please review</i> |
|--------|------|--|---------------------------------|-----------|---|
| 1 | 6:08 | 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) 5/10/19 Special Board Minutes ~ b) 5/17/2019 DEI Board Work Session Minutes ~ c) 6/3/19 Board Meeting Minutes~ d) 6/10/2019 Special Board Meeting Minutes ~ e) 6/18/2019 Special Board Meeting Minutes ~ |

Called to order at 6:08pm

- Shearin introduced Boersma, the Interim Urban Lands Outreach & Education Specialist.
- Brown reviewed previous action items.
- Hensey announced that the meeting minutes from the Special Board meetings on 5/10, 6/10, and 6/18 were not ready to be approved yet.

MOTION: Till moved to approve the May 17th, 2019 DEI Board Work Session minutes and the June 3rd, 2019 Board of Directors meeting minutes

Guebert 2nd

Motion passed unanimously



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| | | | | | |
|---|------|--|---------------------------------|----------------|-----|
| 2 | 6:25 | Time reserved for public comment and introductions¹ | Information | Public | N/A |
| <ul style="list-style-type: none"> Edwards provided a brief update on NRCS. | | | | | |
| BOARD-SPECIFIC BUSINESS | | | | | |
| 3 | 6:26 | NAYA Presentation | Information | Till/ Lumley | N/A |
| <ul style="list-style-type: none"> Lumley, the NAYA Executive Director, gave a presentation on NAYA and shared the organization’s history. <ul style="list-style-type: none"> Lumley shared that NAYA has 2 events coming up; Annual Powwow on 9/14/19 and the Annual Gala on 11/15/19. Lumley also provided a brief overview of NAYA’s campaign and briefly shared what partnerships and funding could provide for the organization. Hensey gave the audience an opportunity to ask questions about NAYA. <ul style="list-style-type: none"> A brief discussion was held on the number of students impacted by NAYA’s services. | | | | | |
| 4 | 7:01 | Equity Team Update | Discussion | White-Brainard | N/A |
| <ul style="list-style-type: none"> White-Brainard provided an update on the Equity Team. <ul style="list-style-type: none"> Small discussion groups were formed, and the Board will be invited to all the scheduled meetings as an open invitation to attend as schedules allow. | | | | | |
| 5 | 7:04 | <ul style="list-style-type: none"> Discuss principles and process for appointment of Interim Executive Director. Discuss first steps in the Executive Director search process. | Discussion / Decision | Hensey | N/A |
| <ul style="list-style-type: none"> Hensey provided a brief update on the appointment of an Interim Executive Director. <ul style="list-style-type: none"> There is a need to conduct follow up conversations with the organizational consultants and the Management Team prior to making a decision. <ul style="list-style-type: none"> The organizational consultants will facilitate conversations with the Management Team and the Board. Hensey also offered the EMSWCD Staff, who are not a part of the Management Team, the opportunity to speak with the consultants if need be. A discussion on the principles and process for appointing an Interim Executive Director will be moved to the August Board meeting. Hensey requested that at least 2 Board members take lead on the Executive Director search process. <p>MOTION: Guebert moved to appoint Masterson as one of the Board members to take lead on the Executive Director search Till 2nd</p> <p>Motion passed unanimously</p> <ul style="list-style-type: none"> Till suggested the possibility of working with an outside consultant to help with the national search for a new Executive Director. <ul style="list-style-type: none"> Hensey shared that she is currently working with hiring consultants and that she would be happy to share their information with the Board. Guebert offered to be a second lead with Masterson on the Executive Director search. Brown also relayed to the Board in Pope’s absence, that she offered to help with the search as well. A brief discussion was held on the timeframe of the hiring process. <ul style="list-style-type: none"> Hensey offered that it could take anywhere from 4-6 months depending on the search consultants and the hiring process. | | | | | |

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



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DISTRICT BUSINESS

| | | | | | |
|--|------|--|---------------------------------|-------|--|
| 6 | 7:19 | EMSWCD FY19-20 Annual Work Plan | Discussion / Decision | Brown | a) Draft EMSWCD FY19-20 Annual Work Plan ~ |
| <ul style="list-style-type: none"> Brown presented the components of the draft EMSWCD FY19-20 Annual Work Plan and requested the Boards approval. A discussion was held on the lack of activities connecting actions to outcomes in the Annual Work Plan. <p>MOTION: Guebert moved to approve the Draft EMSWCD FY19-20 Annual Work Plan Till 2nd Motion passed unanimously</p> | | | | | |

FINANCE & OPERATIONS

| | | | | | |
|---|------|--|----------------------------------|--------|--------------------------------|
| 7 | 7:29 | Public Records and Retention Policy | Information | Mitten | N/A |
| <ul style="list-style-type: none"> Mitten provided an update on the revisions of the EMSWCD Public Records and Retention Policies and asked for further clarification from the Board on capturing all the Board’s requests. Till suggested the procedure for the Board Director’s requests for EMSWCD information be added to the Board Policies and cross referenced in the Public Records and Retention Policy. | | | | | |
| 8 | 7:44 | Finances: <ul style="list-style-type: none"> Bank Account Signatories Legal Bill Financial Report | Information / Decision | Mitten | a) May 2019 Financial Report ~ |
| <ul style="list-style-type: none"> Mitten requested that the Board authorize the removal of 2 past Board members and 1 former employee as signatories to the EMSWCD bank account. A discussion was held on the current check signing process. <p>MOTION: Till moved to designate Brown, as Acting Executive Director as s signer on our bank account Guebert 2nd Motion passed unanimously</p> <p>MOTION: Till moved to remove the 3 former signers (Udelhoven, Salinger, and McAdams) Guebert 2nd Motion passed unanimously</p> <ul style="list-style-type: none"> Mitten asked the Board to approve the allocation of the recent legal expenses incurred by the District from the contingency budget. <ul style="list-style-type: none"> Mitten reported that the remaining balance for legal expenses in F&O’s budget and suggested pulling the remaining balance from contingency. <p>MOTION: Till moved to draw funding from the remainder of F&O and the rest from contingency Guebert 2nd Motion passed unanimously</p> <ul style="list-style-type: none"> Mitted presented the May 2019 Financial Report. | | | | | |

URBAN LANDS

| | | | | | |
|---|------|-----------------------------------|---------------------------------|---------|-----|
| 9 | 7:53 | MHCC construction contract | Information/ Decision | Shearin | N/A |
|---|------|-----------------------------------|---------------------------------|---------|-----|



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- Shearin reminded the Board that they approved the expenditure of \$175,000 to the Sandy River Watershed Council for the Mount Hood Community College demonstration project 2019 construction work at a previous Board meeting (February 2019); however, the Board did not formally designate a signatory to execute the contract.

MOTION: Till moved to designate Guebert as the signer of the contract referenced above
 Rossi 2nd

Motion passed unanimously

- A brief discussion was held on the process of reviewing and approving contracts over \$50,000.
 - Moving forward, if the Board approves a contract that exceeds the \$50,000 signing limitations of the Executive Director, the Board must appoint a designated signer.

CONSERVATION LEGACY

| | | | | | |
|----|------|---|----------------------------|-------|-----|
| 10 | 7:57 | Headwaters Solar Project Procurement | Information/ Discussion | Brown | N/A |
|----|------|---|----------------------------|-------|-----|

- Brown described the procurement situation regarding the Headwaters Solar PV Project and including the possible exemption from the formal bidding process under ORS 279C.335. That will be presented to the Board at the August meeting.
- There was a deliberation on the NAYA request that was presented under agenda item 3 and the Board requested to have a more substantive discussion and possible decision at the August Board meeting.

BOARD-SPECIFIC BUSINESS

| | | | | | |
|----|------|--|------------|--------|-----|
| 11 | 8:21 | Executive Session under ORS 192.355 to be held to consider information that is exempt from public records laws. | Discussion | Hensey | N/A |
|----|------|--|------------|--------|-----|

Executive Session entered at 8:21pm
Executive Session ended at 8:47pm

| | | | | | |
|----|------|--|--------------------------------|--------|-----|
| 12 | 8:47 | Discussion and possible decisions regarding the organizational assessment findings, recommendations and next steps. | Discussion/ Decision | Hensey | N/A |
|----|------|--|--------------------------------|--------|-----|

- Hensey provided information on having a facilitated discussion between staff and the consultants to talk through how we got to where we are now in terms of both organizational assessment and Udelhoven leaving and hopes going forward.

MOTION: Till moved to appoint Sanneman to work alongside Till and Hensey with the organizational consultants
 Rossi 2nd

Motion passed unanimously

| | | | | | |
|----|------|---|--------------------------------|-------------------|-----|
| 13 | 8:51 | Executive Session held for discussion of real estate negotiations [ORS 192.660(2)(e)]. | Discussion/ Decision | Brown/ Shipkey | N/A |
|----|------|---|--------------------------------|-------------------|-----|

Executive Session entered at 8:51pm
Executive Session ended at 9:51pm

| | | | | | |
|----|------|--|--------------------------------|------------------------|-----|
| 14 | 9:51 | Possible decisions on matters discussed in Executive Session. | Discussion/ Decision | Masterson/ Sanneman | N/A |
|----|------|--|--------------------------------|------------------------|-----|

- No decisions were made at this time.



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| CLOSING ITEMS | | | | | |
|---|------|---|-------------|--------|-----|
| 15 | 9:51 | <ul style="list-style-type: none"> • Announcements and reminders • Action Items • Adjourn Meeting | Information | Hensey | N/A |
| <ul style="list-style-type: none"> • Rossi provided information on an upcoming “Cowabunga” event at Rossi Farms. | | | | | |
| Meeting adjourned at 9:08pm | | | | | |

| 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 solidify meeting minutes from the Special Board of Directors meeting on May 10 th . | Hensey | ASAP | Pending |
| 3 | 7/8/19 | Provide more information to the Board on the Grand Ronde event mentioned at the DEI Board work session. | McAllister | ASAP | Pending |
| 4 | 7/8/19 | Add NAYA and campaign request to the Board meeting agenda in August. | Brown | ASAP | Pending |
| 5 | 7/8/19 | Add discussing principles and process for appointment of Interim Executive Director to the Board meeting agenda in August. | Brown | ASAP | Pending |
| 6 | 7/8/19 | Share and compile a short list of hiring consultants to use for the Executive Director search. | Board | ASAP | Pending |
| 7 | 7/8/19 | Add Rossi to the LLC Committee on the Annual Work Plan. | Brown | ASAP | Complete |
| 8 | 7/8/19 | Send information on Cowabunga event to everyone. | Rossi | ASAP | Complete |



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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 | | TBD | | | | |
| | | October | 7 | | | | | | | |
| | | 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.