Minutes

Attendees

**Board Directors**
- Allison Hensey, At-Large 2 Director, Chair
- Rick Till, At-Large 1 Director, Secretary
- Mike Guebert, Zone 3 Director
- Laura Masterson, Zone 2 Director

**Associate Board Directors**
- Carrie Sanneman, Associate Director

**Board Members Not attending**
- Gabrielle Rossi, Zone 1 Director, Treasurer
- 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
- Matt Shipkey, Land Legacy Program Manager
- Whitney Bailey, Senior Urban Conservationist

**Guests**
- Mary Heffernan, Temenos Consulting (arrived at 6:30pm)
- Kay Hall, Perspective Consulting Group (arrived at 6:30pm)

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### Item # | Time | Board Meeting Agenda Item | Purpose | Presenter | Packet
---|---|---|---|---|---
1 | 6:14 | Welcome and meeting called to order:  
- Introductions  
- Review/revise agenda  
- Review previous action items  
- Approve board meeting minutes | Information/Decision | Hensey | a) 7/8/2019 Board Meeting Minutes ~

**Called to order at 6:14pm**
- 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 July 2019 Board of Directors meeting minutes  
Guebert 2<sup>nd</sup>  
Motion passed 4-1 (Masterson abstained)

2 | 6:18 | Time reserved for public comment and introductions<sup>1</sup> | Information | Public | N/A

- There were no comments made by the public at this time.

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<sup>1</sup> Each member of the public who wishes to speak shall be given approximately 3 minutes.
**Equity Team Update:**
- Community Engagement Consultants Proposal
- Date for next Board DEI work session

- White-Brainard provided information on a proposed consultancy to assist EMSWCD with engaging traditionally underserved communities as part of the development of the EMSWCD Equity Plan.
  - White-Brainard discussed the Equity Team’s development of phase one and phase two of the Community Engagement Outreach Plan and asked the Board for any feedback.
  - White-Brainard also revisited the Equity Team’s budget and explained that they Equity Team is anticipating staying within the budget parameters given; however, some of the items listed in the budget draft may be adjusted based on need and priority.

- There was a brief discussion on the process of integrating the Board into the DEI work and planning effort.
- A brief discussion was held on identifying a date for the next staff/Board DEI work session.
  - A date was chosen at the end of the discussion for agenda item #4.

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**Establishing the date for FY18-19 Annual Meeting**

- Brown proposed that the 2019 EMSWCD Annual Meeting be held on December 2\(^{nd}\), 2019, at 6:00 pm.

**MOTION:** Till moved to approve Resolution No. 2019-08-01 stating that the Annual Meeting will be held on December 2\(^{nd}\), 2019, at 6:00 pm (at EMSWCD office)

**Guebert 2\(^{nd}\)**

**Motion passed unanimously**

- A date and time were chosen for the next Board DEI work session (Wednesday, October 23\(^{rd}\) from 12pm-4pm).

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**FINANCE & OPERATIONS**

**Finances:**
- Engage and Appoint the Auditor to perform FY18-19 Financial Audit
- Financial Report

- Mitten provided a brief overview of the Auditor Engagement Letter for 2019 and asked the Board to appoint Richard Winkel, CPA to undertake the FY18-19 financial audit.

**MOTION:** Masterson moved to appoint the auditor as presented in the Engagement Letter for the FY18-19

**Till 2\(^{nd}\)**

**Motion passed unanimously**

- Mitten presented the financials for June 2019.

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**RURAL LANDS**

- DiLeone updated the Board on a request from Guffey to change his regular hours of employment to part time.
  - DiLeone discussed a temporary extension to Guffey’s current part time status until she can do a cost analysis to determine the long-term impact on the Rural Lands Program.
  - DiLeone will share with the Board the results of her analysis and a proposed plan for moving forward at a later date.
### CONSERVATION LEGACY

<table>
<thead>
<tr>
<th>Time</th>
<th>Headwaters Solar Project Procurement</th>
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</table>
| 6:47 | Brown provided an update on the procurement of the Headwaters Solar PV project.  
Brown requested that the Board exempt the procurement of the Headwaters Solar Project from the formal competitive bidding process under ORS 279C, and designate an alternative contracting process, as outlined in Resolution No. EMSWCD 2019-08-02.  
MOTION: Guebert moved to adopt Resolution No. 2019-08-02  
Till 2nd  
Motion passed unanimously  
MOTION: Masterson moved to approve the Active/Interim Executive Director authority to enter into a contract up to $175,000 specifically for the Solar Project at Headwaters  
Guebert 2nd  
Motion passed unanimously  
Masterson requested clarity on which budget line item the money for the Solar Project would come from.  
Brown informed Masterson and the Board that the money would be coming from the Headwaters capital budget, from the Improvements on Real Property budget line. |

<table>
<thead>
<tr>
<th>Time</th>
<th>Recommendations and Decisions from the Land Legacy Committee</th>
</tr>
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</table>
| 6:59 | Shipkey requested to designate Masterson to review and work with staff on finalizing talking points for a response to the Portland Water Bureau filtration plant proposal.  
MOTION: Guebert moved authorize Masterson to take action requested by Shipkey  
Till 2nd  
Motion passed unanimously  
*The Board took a break for 14 minutes |

### BOARD-SPECIFIC BUSINESS

<table>
<thead>
<tr>
<th>Time</th>
<th>Discussion and possible decisions on Interim Executive Director and Management Team strategy.</th>
</tr>
</thead>
<tbody>
<tr>
<td>7:13</td>
<td>Hensey</td>
</tr>
</tbody>
</table>
• Hall shared that the Management Team previously met with Hall and Heffernan to discuss the appointment of an Interim Executive Director and the Management Team strategies during the interim period.
  o Hall also shared that the Management Team used a roles and responsibility matrix to identify key issues or pressing projects that needed to be addressed and managed during the interim period. The Management Team also identified tasks that were important but may need to be delayed.

• Shearin presented on behalf of the Management Team the progress the team has made on identifying what they need as a team to move forward and work collaboratively. They also discussed as a team how they would address these needs together and identified responsibilities and tasks that need attention during the interim period. They will continue to work on this and present their progress at the next Board meeting.

• A discussion was held on the Management Team’s input on the Interim Executive Director appointment.
  o Brown presented three possible options that the Management Team considered regarding the Interim Executive Director selection. He shared that the team collectively expressed the desire that the Board resolve the Interim Executive Director decision soon.
  o There was a brief discussion on the bylaws related to the necessity of having an Executive Director position.
  o Hensey proposed that the organization shorten the process towards resolving the interim strategies and focus on the Executive Director search. In the meantime, the Management Team will continue to discuss and detail what shared roles and responsibilities looks like and present this to the Board at a later time.

MOTION: Masterson moved to appoint Brown at the Interim Executive Director
Till 2nd
A discussion was held on the expressed desire from the Board and the Management Team to continue the conversation of shared roles and responsibilities. It was also requested that the Board send out via email a clear understanding of how and why the Board appointed Brown.
Motion passed unanimously

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<thead>
<tr>
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<th>Discussion/Decision</th>
<th></th>
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</thead>
<tbody>
<tr>
<td>10</td>
<td>8:26</td>
<td>Discuss the process and next steps in the Executive Director search process.</td>
<td>Hensey</td>
<td>N/A</td>
</tr>
</tbody>
</table>

• Hensey provided an update on the Executive Director search process.
• A brief discussion was held on the roles and responsibilities of the Board with working with the organizational consultants and the Executive Director search.
• A brief discussion was held on clarifying the public meeting laws to ensure compliance by the Board.
• Hensey provided a brief overview of next steps in the search and selection process for identifying the search team for the Executive Director.
  o There was a brief discussion on who would be involved in the search and selection of the Executive Director.

MOTION: Till moved to add Masterson to the existing liaison team with Till and Sanneman for the organizational assessment
Guebert 2nd
Motion passed unanimously

MOTION: Guebert moved the Executive Director Search Team be comprised of Guebert, Rossi, and Pope
Masterson 2nd
Motion passed unanimously

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<tr>
<th></th>
<th></th>
<th></th>
<th>Discussion/Decision</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>11</td>
<td>8:45</td>
<td>Approach to management team performance reviews during interim period.</td>
<td>Hensey</td>
<td>N/A</td>
</tr>
</tbody>
</table>

• Hensey proposed to converse with the organizational consultants and the Management Team to decide how to move forward with a plan to either delay or move forward with evaluations for the Management Team.
• The Board liaison team will meet with each of the Management Team members individually regarding the outstanding
### Updates and discussion regarding the organizational consultants' recent meetings and next steps.

<table>
<thead>
<tr>
<th>Time</th>
<th>Event Description</th>
<th>Discussion/Decision</th>
<th>Responsible</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>8:53</td>
<td>Heffernan provided an overview of recent meetings and next steps.</td>
<td></td>
<td>Hensey</td>
<td>N/A</td>
</tr>
</tbody>
</table>

**MOTION:** Till moved to approve and delegate to staff to increase the value of the consultant’s contract for work until the phase three scope discussion is complete.

Masterson asked if there was a specific increase amount. Brown clarified that a $10,000 increase would suffice.

Guebert 2nd

Motion passed unanimously.

### CLOSING ITEMS

<table>
<thead>
<tr>
<th>Time</th>
<th>Information</th>
<th>Responsible</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>9:09</td>
<td>Announcements and reminders Action Items Adjourn Meeting</td>
<td>Hensey</td>
<td>N/A</td>
</tr>
</tbody>
</table>

- Brown announced that a few new staff and possibly Rossi will be participating in the a 3-day CEI training in October.
- Brown also shared that the Columbia Slough Watershed Council paddle event has been postponed to Friday, October 4th at 5:30pm.
- Brown mentioned the watershed councils will be invited to present their work under the Strategic Partnership Agreement at a meeting if the Board within the next few months. Some of the SPA partners have expressed the desire to get clarity on EMSWCD’s intentions after the five-year agreement ends.
- Brown would like to have a recognition ceremony for Pacific Power for their electric vehicle charging station grant at a Board meeting within the next few months.

**Meeting adjourned at 9:15pm**
<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>5/6/19</td>
<td>Add a discussion on the Associate Director appointment process on a future Board of Directors meeting.</td>
<td>Hensey</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
<tr>
<td>2</td>
<td>6/3/19</td>
<td>Connect with P.K. and Nelson to finalize meeting minutes from the Special Board of Directors meeting on May 10th.</td>
<td>Hensey</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
<tr>
<td>3</td>
<td>7/8/19</td>
<td>Provide more information to the Board on the Grand Ronde event mentioned at the DEI Board work session.</td>
<td>McAllister</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
<tr>
<td>4</td>
<td>7/8/19</td>
<td>Add NAYA and campaign request to the Board meeting agenda in August.</td>
<td>Brown</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
<tr>
<td>5</td>
<td>8/5/19</td>
<td>Send out calendar invite to the Board for the DEI work session.</td>
<td>Nelson</td>
<td>ASAP</td>
<td>Completed</td>
</tr>
<tr>
<td>6</td>
<td>8/5/19</td>
<td>Work on a plan for shared leadership and responsibilities to include on the Board agenda in September.</td>
<td>Hensey/Brown</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
<tr>
<td>7</td>
<td>8/5/19</td>
<td>Provide input on criteria for identifying and selecting the search team for the new Executive Director.</td>
<td>Management Team &amp; Equity Team</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
<tr>
<td>8</td>
<td>8/5/19</td>
<td>Send any ideas or suggestions for possible search firms to assist with the Executive Director recruitment to Guebert.</td>
<td>All</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
<tr>
<td>9</td>
<td>8/5/19</td>
<td>Look on the T drive for previous legal opinions about the public meeting requirements related to the Board committees or working groups and send to Masterson. If unable to find any helpful information, Masterson will reach out to Eakins.</td>
<td>Shearin/Masterson</td>
<td>ASAP</td>
<td>Pending</td>
</tr>
<tr>
<td>10</td>
<td>8/5/19</td>
<td>Send EMSWCD Staff a written explanation of the Board’s decision to appoint Brown as Interim Executive Director and the Board’s commitment to the Executive Director search process.</td>
<td>Sanneman/Till</td>
<td>ASAP</td>
<td>Completed</td>
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# EMSWCD Board Members, Committees and Meeting Dates

<table>
<thead>
<tr>
<th>Members</th>
<th>Positions</th>
<th>Officers</th>
<th>Budget</th>
<th>Land Legacy</th>
<th>Personnel</th>
<th>Grants</th>
<th>PIC</th>
<th>CLIP</th>
<th>SPACE</th>
<th>Ad-hoc</th>
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<tbody>
<tr>
<td>Gabrielle Rossi</td>
<td>Director - Zone 1</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
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<tr>
<td>Laura Masterson</td>
<td>Director - Zone 2</td>
<td>X</td>
<td>Co-Chair</td>
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<tr>
<td>Mike Guebert</td>
<td>Director - Zone 3</td>
<td>X</td>
<td>Chair</td>
<td>X</td>
<td>X</td>
<td>X</td>
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<tr>
<td>Rick Till</td>
<td>Director - At-Large 1</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
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<tr>
<td>Allison Hensey</td>
<td>Director - At-Large 2</td>
<td>X</td>
<td>X</td>
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<td>X</td>
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<tr>
<td>Dianna Pope</td>
<td>Director - Emeritus</td>
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<tr>
<td>Carrie Sanneman</td>
<td>Director - Associate</td>
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<td>Co-Chair</td>
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## Upcoming Schedule

<table>
<thead>
<tr>
<th>Month</th>
<th>FY19-20</th>
<th>2020</th>
</tr>
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<tbody>
<tr>
<td>July</td>
<td>8</td>
<td></td>
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<td>August</td>
<td>5</td>
<td>5</td>
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<tr>
<td>September</td>
<td>9</td>
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<td>October</td>
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<tr>
<td>May</td>
<td>4</td>
<td>4</td>
</tr>
<tr>
<td>June</td>
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