



Board of Directors Meeting Minutes
 East Multnomah Soil and Water Conservation District
 Monday September 9, 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 at 6:07pm) Rick Till, At-Large 1 Director, Secretary (called in) Laura Masterson, Zone 2 Director (Chaired in Hensey's absence) Gabrielle Rossi, Zone 1 Director, Treasurer (called in) |
| Associate Board Directors | Carrie Sanneman, Associate Director |
| Board Members Not attending | Dianna Pope, Director Emeritus Mike Guebert, Zone 3 Director |
| 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 |
| Guests | Mary Heffernan, Temenos Consulting Kay Hall, Temenos Consulting |

| Item # | Time | Board Meeting Agenda Item | Purpose | Presenter | Packet <i>* please read; ~ please review</i> |
|---|------|--|---------------------------------|-----------|---|
| 1 | 6:04 | 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) 8/5/2019 Board Meeting Minutes ~ |
| Called to order at 6:04pm <ul style="list-style-type: none"> • Brown reviewed revisions to the agenda. The order of agenda items shifted from the original order shown in the Board Packet. Most of the decision items were shifted up. • Brown reviewed previous action items. MOTION: Till moved to approve the August 2019 Board of Directors meeting minutes Masterson 2nd Motion passed unanimously | | | | | |
| 2 | 6:20 | 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. | | | | | |

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



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| DISTRICT BUSINESS | | | | | |
|--|-------------|---|----------------------------------|------------------|--|
| 3 | 6:20 | Headwaters Equipment Shed Construction Contract Approval | Information/ Decision | Brown | N/A |
| <ul style="list-style-type: none"> Brown provided an update on the procurement of the Headwaters equipment shed and asked the Board to approve an amount of up to \$70,000 for the construction of the equipment shed at Headwaters Farm and to delegate authority to the Interim Executive Director to execute the contract for this construction project. <p>MOTION: Till moved to approve the contract for the construction of the Headwaters equipment shed not to exceed \$70,000 and to delegate the execution of the contract to the Interim Executive Director Hensey 2nd Motion passed unanimously</p> | | | | | |
| 4 | 6:23 | Electric Fleet Vehicle Purchase | Discussion / Decision | Brown/ Mitten | a) Electric vehicle purchase proposal ~ |
| <ul style="list-style-type: none"> Brown presented information on acquiring electric fleet vehicles to replace the two passenger vehicles EMSWCD uses currently, including that there is no viable option available for EMSWCD to lease Chevy Bolt EV's with a standard three-year commercial lease as discussed at the FY19-20 Budget Committee meetings. Brown shared three different options for moving forward and recommended that the Board approve the purchase of two electric vehicles that EMSWCD would own, for an amount up to \$68,000. Mitten provided budget implication information to illustrate the impact of the purchases to the FY19-20 budget. A brief discussion was held on executing a budget amendment in the future. <p>MOTION: Till moved to approve an expenditure in the amount of up to \$68,000 for two electric vehicles and to delegate authority to the Interim Executive Director to execute the purchase Hensey 2nd Motion passed unanimously</p> | | | | | |
| 5 | 6:34 | Salaries and Wages Policy Revision | Information / Decision | Mitten | a) DRAFT Policy 1.1.3 Salaries and Wages ~ |
| <ul style="list-style-type: none"> Mitten presented the revisions to the EMSWCD Salaries and Wages Policy. The revisions from the previously adopted version included changes to the position salary scales to account for the 2.95% inflation related cost of living adjustment for FY19-20, as well as a wording change clarifying the use of the CPI-W West – Size A Index to calculate inflation related salary adjustments. <ul style="list-style-type: none"> Mitten also mentioned the he would correct the subheadings to the salary scale, which currently read as “min, min, mid,” to say “min, mid, max.” <p>MOTION: Hensey moved to approve the policy revisions to Policy 1.1.3 Salaries and Wages as amended by Mitten Till 2nd Motion passed unanimously</p> | | | | | |
| 6 | 6:38 | Finances: <ul style="list-style-type: none"> FY19-20 Budget Amendment Financial Report | Information | Mitten | a) July 2019 Financial Report ~ |
| <ul style="list-style-type: none"> Mitten discussed the need to for a formal budget amendment in the near future to support changes to the approved FY19-20 budget. Those changes included: <ul style="list-style-type: none"> Purchase of electric vehicles, continued work with the organizational consultants, the solar project at Headwaters, and additional ODA revenue. Mitten presented the financials for July 2019. | | | | | |



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| 7 | 6:44 | Equity Team Update | Discussion | White-Brainard | N/A |
| <ul style="list-style-type: none"> White-Brainard provided an Equity Team update and offered ways in which the Equity Team could support the Board with both the search for the hiring firm to hire the new Executive Director and the hiring process itself. | | | | | |
| 8 | 6:49 | NAYA Partnership | Discussion | Brown/Shearin | N/A |
| <ul style="list-style-type: none"> Brown provided an update on the status of the recent request for funding from NAYA. Brown explained the next steps with NAYA and detailed that a meeting has been set up with Brown and Lumley to work on a draft proposal that will be shared at the next LLC meeting on September 30th and the Board meeting in October. Shearin provided an overview on the partnership MOA for the Canemah project for the NAYA campus. | | | | | |
| CONSERVATION LEGACY | | | | | |
| 9 | 7:05 | Executive Session held for discussion of real estate negotiations [ORS 192.660(2)(e)]. | Discussion | Shipkey/Brown | N/A |
| <p>Executive Session entered at 7:05pm Executive Session ended at 7:25pm</p> | | | | | |
| BOARD-SPECIFIC BUSINESS | | | | | |
| 10 | 7:27 | Public meeting law requirements related to Board subgroups. | Discussion | Masterson | N/A |
| <ul style="list-style-type: none"> Masterson provided an update and clarification from legal counsel on the public meeting law requirements related to Board subgroups. | | | | | |
| 11 | 7:37 | Executive Director search. | Discussion/ Decision | Guebert/Rossi/ Pope | N/A |
| <ul style="list-style-type: none"> Brown reported that staff had formulated a document that lists a variety of hiring firms for the Executive Director search along with suggested questions to ask the firms, compiled from input from the organizational consultants, Equity Team and the Management Team. A discussion was held on the next steps and the possibility of delegating responsibilities to EMSWCD staff to move forward with identifying a hiring firm. Next steps discussed were for staff to define a draft RFP for search firms and distribute to the Board for their input, and thereafter circulate the RFP to potential search forms identified. | | | | | |
| 12 | 7:46 | Management Team strategies for shared leadership and responsibilities during interim period. | Discussion | Brown/DiLeone/Mitten/Shearin | N/A |
| <ul style="list-style-type: none"> Brown presented the Management Team's plan for shared responsibilities and work plan priorities for the organization during the interim period. Brown mentioned that there are potential requests for promotions, grade changes, and consideration for salary bumps and asked the Board for clarification on authorizing those changes. <ul style="list-style-type: none"> The Board requested that the Management Team meet first to discuss the individual asks and come with recommendations to the Board for the Board's to approval. | | | | | |



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| 13 | 8:04 | Discussion regarding the organizational consultants' progress and next steps. | Discussion/ Decision | Masterson/ Sanneman/ Till | (Phase 3 Scope of Work handout at meeting) |
| <ul style="list-style-type: none"> • Heffernan provided an update on the organizational consultants' work, recent meetings, and next steps. • Heffernan also presented the proposed Phase 3 Scope of Work for Board discussion and approval. <ul style="list-style-type: none"> ○ A discussion was held on the Phase 3 Scope of Work and Hensey requested that any items that were flagged and placed on hold for future use or to be completed without the organizational consultants, be included and documented on the Phase 3 Scope of Work. <p>MOTION: Hensey moved to approve the draft Phase 3 Scope of Work with the consultants, Heffernan and Hall, as discussed Till 2nd Motion passed unanimously</p> | | | | | |
| 14 | 8:58 | Approach to management team performance reviews during interim period. | Discussion/ Decision | Masterson/ Sanneman/ Till | N/A |
| <ul style="list-style-type: none"> • Masterson provided an update on the approach to the Management Team's performance reviews during the interim period. <ul style="list-style-type: none"> ○ Masterson and Sanneman received clarification from council that speaking about the process should be held during a public meeting; however, when speaking about individual performance reviews can be in Executive Sessions. • A discussion was held on how the Board would move forward with performance reviews for the Management Team. <ul style="list-style-type: none"> ○ It was mentioned to wait on the formal performance review process until a new Executive Director was on board and could streamline the process; however, if this option was chosen, the Board would need to strategize on how merit increases would be awarded to Brown and Mitten. ○ It was also mentioned that at the next Board meeting, with the help of Mitten's research and recommendations, that the Board would discuss a possible temporary salary bump for the Interim Executive Director during the interim period. | | | | | |
| CLOSING ITEMS | | | | | |
| 15 | 9:09 | <ul style="list-style-type: none"> • Announcements and reminders • Action Items • Adjourn Meeting | Information | Hensey | N/A |
| Meeting adjourned at 9:12pm | | | | | |



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ACTION ITEMS:

| 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 | 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 | 9/9/19 | Circulate the written summary to the Board of the Public Meeting requirements related to Board subgroups. | Masterson | ASAP | Pending |
| 5 | 9/9/19 | Draft a request for proposals and circulate it to the Board for review and input and send it to the search firms. | Management Team | ASAP | Pending |
| 6 | 9/9/19 | Add to the list of roles and responsibilities the items that require approval by the Board. | Brown | ASAP | Pending |
| 7 | 9/9/19 | Work with Mary and Kay to finalize the Phase 3 Scope of Work contract. | Brown | ASAP | Pending |
| 8 | 9/9/19 | Research practices of other organizations regarding potential salary bumps for internal Interim Executive Director appointments. | Mitten | ASAP | Pending |

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 | | | | | | | |
| | | 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 | | | | | | | |



(September 23, 2019)

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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.