



(May 9, 2019)

Special Board of Directors Meeting
East Multnomah Soil and Water Conservation District
Friday, May 10, 2019; 1:00 PM – 2:05 PM
5211 N. Williams Ave. Portland, OR 97217

Attendees	
Board Directors	Rick Till, At-Large 1 Director, Secretary Laura Masterson, Zone 2 Director Allison Hensey, At-Large 2 Director, Chair Gabrielle Rossi, Zone 1 Director, Treasurer Mike Guebert, Zone 3 Director (called in)
Associate Board Directors	Carrie Sanneman, Associate Director (called in)
Board Members Not attending	Dianna Pope, Director Emeritus
Staff	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 Suzanne Easton, Grants Manager Chelsea White-Brainard, Rural Outreach & education Specialist Whitney Bailey, Senior Urban Conservationist Lucas Nipp, Senior Rural Conservationist
Guests	Joe Rossi, member of the public P.K. Runkles-Pearson, Miller Nash Graham & Dunn LLP

Item #	Time	Board Meeting Agenda Item	Purpose	Presenter	Packet <i>* please read; ~ please review</i>
1	1:06	Welcome and meeting called to order: ○ Introductions	Information	Hensey	N/A
○ EMSWCD Board and Staff individually introduced themselves.					
2	1:08	Executive Session under ORS 192.660(2)(h) concerning potential litigation and under ORS 192.660(2)(f) to discuss written attorney-client privileged advice exempt from public inspection under ORS 192.355(9).	Discussion	Hensey	N/A
Executive Session entered at 1:08pm Executive Session ended at 2:00pm					
BOARD-SPECIFIC BUSINESS					
3	2:03	○ Decision based on discussion during Executive Session ○ Public Notice Recap ○ Organizational Assessment: Recommendations & Next Steps ○ EMSWCD Staff Performances	Discussion Decision	Hensey	N/A

Packet materials referenced above available in hardcopy by request or electronically at: <http://emswcd.org/about/board/meetings/>



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- EMSWCD Board and Staff individually introduced themselves again.
- Runkles-Pearson, on behalf of the EMSWCD Board, read the substance of motions that the Board made in the past.

MOTION: Till moved to approve to readopt the motion from the February 4th meeting with additional clarity. The Board is authorizing, retroactively, Till and Hensey to adopt the assumptions in a flip chart that they received from consultants and to negotiate the phase 2 contractual scope of work with the consultants

Masterson 2nd

Motion passed unanimously

- Hensey read the assumptions provided by the consultants out loud.
 - There are no 'bad' people and all of the key players have been hurt.
 - Resolution is not simply a matter of identifying who's wrong or 'the problem' person and having them leave.
 - There has been a convergence of conditions that have resulted in a 'perfect storm' of events that have exacerbated some problematic behaviors or interactions; we cannot speak to how people behaved before being affected by these events.
 - The Board wants to see if there's a way to retain all current players - and agrees that this assumption is the best place to start. This assumption exists with the proviso that key players must be prepared to explore and practice the personal behavioral change required to lead the organization beyond this and relieve related conflict.
 - The Board will remain impartial to those who have unresolved conflict with other team members while the individuals engage in conflict resolution sessions and work on their own unconstructive behaviors. The Board commits to eliminating the impression of staff 'favorites' and 'comps' among Board Members.
 - One explicit expectation of the Board to the ED and members of the management team is that there is not an option to 'keep doing what we're doing.' The Board expects measurable improvement by key players.
 - The Board will set clear expectations and accountability for the E.D., and expectations of improvement of and from the Management Team as the initial focus of interventions."

MOTION: Till moved to approve the assumptions that Hensey read out loud

Masterson 2nd

Motion passed unanimously

MOTION: Till moved to retroactively approve delegating Till and Hensey the authority to create a revised scope of work and to execute a phase 2 contract with the contractors

Hensey announced that the scopes of work are on file at the District and anyone is welcomed to look at them at any time.

Masterson 2nd

Motion passed unanimously

- Runkles-Pearson shared, on behalf of the Board, that there may have been some confusion from the April 1st Board of Directors meeting.
 - It had been suggested that the April 1st meeting may have inadvertently exceeded the scope of an appropriate Executive Session in that the matter began with material appropriate for an Executive Session but then may have bled over into personnel issues.
 - Runkles-Pearson then provided a definition of the public notice law in reference to discussing performance reviews. She also provided an explanation of rights as an employee if the Board wants to discuss performance in an Executive Session.

MOTION: Till moved to approve authorizing Till and Hensey to work with the consultants to support employees through the implementation of phase 2 scope of work and to also work with the consultants on the planning a phase 3 scope of work

Masterson 2nd

Masterson clarified that the phase 3 scope of work will come back to the Board before adoption

Motion passed unanimously



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CLOSING ITEMS					
4	2:15	<ul style="list-style-type: none"> • Announcements and reminders • Action Items • Adjourn Meeting 	Information	Hensey	N/A
<ul style="list-style-type: none"> • Nelson asked for clarification on resolutions versus motions. • Hensey made a statement to the staff regarding the organizational assessment process. She also stated that the Board will provide updates on a more regular basis. <p>Meeting adjourned at 2:19pm</p>					

No.	Date Generated	Action Items	Responsible Parties	Due Date	Status
1	5/10/19	Attached the organizational assessment scopes of work and photos of the flip charts provided by the consultants to the minutes.	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											
FY18-19	2018	July	--	30	27						
		August	6								
		September	10	24		12					
		October	8								
		November	5	26							
		December	3		10						
	2019	January	7	28							28
		February	4					27/28			
		March	4	4	25						
		April	1	1							
		May	6	6	20						
		June	3			TBD					

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