



Minutes
Special Board of Directors Meeting
East Multnomah Soil and Water Conservation District
Tuesday, June 18th, 2019; 6:00 PM – 7:30 PM
5211 N. Williams Ave. Portland, OR 97217

Attendees	
Board Directors	Rick Till, At-Large 1 Director, Secretary Laura Masterson, Zone 2 Director (called in) 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 Dianna Pope, Director Emeritus (arrived at 6:18pm)
Board Members Not attending	N/A
Staff	Julie DiLeone, Rural Lands Program Supervisor Kathy Shearin, Urban Lands Program Supervisor Andrew Brown, Conservation Legacy Program Supervisor Lindsay Nelson, Office Manager
Guests	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	6:05	Welcome and meeting called to order: <ul style="list-style-type: none"> • Introductions • Review/revise agenda 	Information	Hensey	N/A
<ul style="list-style-type: none"> • Hensey provided an overview of the agenda. 					
BOARD-SPECIFIC BUSINESS					
2	6:07	<ul style="list-style-type: none"> • 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 6:07pm Executive Session ended at 7:17pm <ul style="list-style-type: none"> • There was a brief break to allow EMSWCD staff to reenter to the room and meeting. 					
3	7:20	<ul style="list-style-type: none"> • Discussion and possible decisions on terms and conditions of Executive Director's employment 	Discussion Decision	Hensey	N/A
<ul style="list-style-type: none"> • Runkles-Pearson read a motion out loud. Authorization for the Board Chair to sign an agreement with the Executive Director. MOTION: Guebert moved for authorization for the Board Chair, Hensey, to sign an agreement that has been reviewed by the Board and drafted by counsel. This agreement will be with the Executive Director related to the terms and conditions of his employment Till 2nd Motion passed unanimously					



DRAFT Minutes
Special Board of Directors Meeting
East Multnomah Soil and Water Conservation District
Tuesday, June 18th, 2019; 6:00 PM – 7:30 PM
5211 N. Williams Ave. Portland, OR 97217

- Runkles-Pearson read a motion out loud. Authorization for the Board Chair to finalize the agreement but to send material changes to the Board for approval. This motion would allow minor non-material changes to the agreement as it's finalized.

MOTION: Guebert moved for authorization for the Board Chair, Hensey, to finalize the agreement but to send material changes to the Board for approval

Till 2nd

Motion passed unanimously

MOTION: Till moved to delegate authority to the Board Chair, Hensey, to appoint an Acting Executive Director upon the signing of the agreement with the Executive Director related to the terms and conditions of his employment to serve until an Interim ED is appointed

Guebert 2nd

Guebert clarified that the Board will have a process and discussion at the next Board meeting to determine how the Board will appoint an Interim to take over after the Acting Director.

Runkles-Pearson suggested that the Board clarify what "Acting Director" meant. And Till defined it as a caretaker and Hensey added that it is somebody to take care of District operations in any in-between time between the Executive Director and Interim Director's service.

Motion passed unanimously

- Runkles-Pearson read a motion out loud. Authorizing the Board Chair to handle internal and external communications related to a leadership transition.

MOTION: Guebert moved authorizing the Board Chair, Hensey, to handle internal and external communications related to a leadership transition

Till 2nd

Motion passed unanimously

4	7:24	<ul style="list-style-type: none"> Discussion and possible decisions regarding Organizational Assessment Findings, Recommendations and Next Steps 	Discussion Decision	Hensey	N/A
---	------	--	-------------------------------	--------	-----

- Hensey provided an update on the organizational assessment findings, recommendations, and next steps.
 - Masterson and Guebert offered to help with the workload on finishing phase 2 with the consultants.
 - The Board decided to have a discussion on who will work with the consultants moving forward at the next Board of Directors meeting scheduled for July 8th.

CLOSING ITEMS

5		<ul style="list-style-type: none"> Announcements and reminders Action Items Adjourn Meeting 	Information	Hensey	N/A
---	--	---	-------------	--------	-----

- Pope enquired about an email that was sent out from Joe Rossi regarding the next Board of Directors meeting.
- Nelson asked for clarification and guidance moving forward for operational support.

Meeting adjourned at 7:46pm



(June 6, 2019)

DRAFT Minutes
Special Board of Directors Meeting
East Multnomah Soil and Water Conservation District
Tuesday, June 18th, 2019; 6:00 PM – 7:30 PM
5211 N. Williams Ave. Portland, OR 97217

No.	Date Generated	Action Items	Responsible Parties	Due Date	Status
1	6/18/19	Add a discussion on who will work with the consultants moving forward to the next Board of Directors meeting agenda.	Hensey	ASAP	Pending
2	6/18/19	Add having a process and discussion to determine how the Board will appoint an interim to take over as the acting Director to the next Board of Directors meeting agenda.	Hensey	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											
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					

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.

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