



Board of Directors Meeting Minutes
 East Multnomah Soil and Water Conservation District
 Monday January 6, 2020, 4:00 – 8:15 PM
 Held at: 5211 N Williams Ave, Portland, OR 97217

(January 23, 2020)

MINUTES

Attendees	
Board Directors	Allison Hensey, At-Large 2 Director, Chair Laura Masterson, Zone 2 Director Mike Guebert, Zone 3 Director Gabrielle Rossi, Zone 1 Director, Treasurer (called in at 5:58pm and left at approx. 8:07pm) Dianna Pope, Director Emeritus
Associate Board Directors	Carrie Sanneman, Associate Director (arrived at 5:05pm)
Board Members Not attending	Rick Till, At-Large 1 Director, Secretary
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 Alex Woolery, Marketing and Media Manager Suzanne Easton, Grants Manager Monica McAllister, Community Connection Liaison
Guests	Kim Galland, NRCS Joseph Wahl, Wahl & Associates Agnes Zach, Nonprofit Professionals Now Jim Morris, Solid Ground Consulting Amy Stork, Solid Ground Consulting

Item #	Time	Board Meeting Agenda Item	Purpose	Presenter	Packet <i>* please read; ~ please review</i>
1	4:08	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) 12/2/2019 Annual Meeting and December Board Meeting Minutes ~
Called to order at 4:08pm <ul style="list-style-type: none"> • Brown reviewed previous action items. MOTION: Masterson moved to approve the December 2019 meeting minutes Guebert 2nd Motion passed unanimously					
2	4:12	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 Packet materials referenced above available in hardcopy by request or electronically at: <http://emswcd.org/about/board/meetings/>
 Each member of the public who wishes to speak shall be given approximately 3 minutes.



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CONSERVATION LEGACY					
3	4:12	Grants: PIC Review Committee	Discussion/ Decision	Easton/ Brown	a) 2020 PIC Review Committee Proposal ~ b) Arango Resume ~ c) Houtman Resume ~ d) Iwai Resume ~
<ul style="list-style-type: none"> • Easton presented the proposed members of the PIC Review Committee for the 2020 PIC grant cycle. <p>MOTION: Guebert moved to approve the new composition of the PIC Review Committee Masterson 2nd Motion passed unanimously</p>					
FINANCE & OPERATIONS					
4	4:15	Financial report	Information	Mitten	a) November 2019 Financial Report ~
<ul style="list-style-type: none"> • Mitten briefly presented the financials for November 2019. 					
DISTRICT BUSINESS					
5	4:18	OACD Articles of Incorporation	Information/ Decision	Brown	a) OACD Articles of Incorporation - Restatement ~
<ul style="list-style-type: none"> • Brown reminded the Board that following the adoption of revised by-laws at the OACD Annual Meeting in November 2019, the articles of incorporation for OACD need to be restated for the Oregon Secretary of State. <p>MOTION: Masterson moved to approve the draft Articles of Incorporation for OACD Guebert 2nd Motion passed unanimously</p>					
6	4:22	Board Committee appointments	Discussion/ Decision	Hensey	N/A
<ul style="list-style-type: none"> • Hensey briefly reviewed page three of the Board agenda, which outlines the Board Committee appointments. She asked the Board that were present if they wanted to make any changes to their individual Committee appointments. • Hensey indicated she would no longer be serving on any of the Standing Committees. • There will no longer be a SPACE or CLIP Committee, following the recent delegation of authority to the Executive Director to approve all SPACE and CLIP grants up to \$10,000. • A brief discussion was held on the Staff's involvement on outside community committees. • Masterson suggested that Committee and Officer appointments be placed on hold until the February Board meeting, when more members of the Board are present. <p>MOTION: Masterson moved to approve the current Committee assignments as they currently exist and will revisit this in February Guebert 2nd Motion passed unanimously</p>					
7	4:27	Process for filling Board vacancy	Discussion	Hensey	N/A

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- Brown provided the Board with three potential options to fill the Board of Director, At-Large 2 position vacancy.
- Brown explained that an appointment would be for the period until the end of December 2020. The position would be up for election in the November 2020 general election, to complete the remaining two years of the current four-year term.
- A brief discussion was held on how to move forward with the vacancy.
- Masterson requested to table the discussion to the end of the meeting when Sanneman is present and the Board agreed.
- A brief discussion was held on the upcoming Board elections in November.

BOARD SPECIFIC BUSINESS

8	4:41	Executive Director search <ul style="list-style-type: none"> • Preparatory discussion for interviews 	Discussion	Hensey/ Masterson	N/A
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- Hensey provided a brief overview on the process thus far for selecting the three potential search firms interviewing tonight.
 - Hensey walked through the interview process explaining that 50 minutes has been scheduled for each of the three search firms, starting at 5:00pm, for 40-minute interviews followed by 5-10 minutes discussion or break between interviews.
 - Hensey also went through the draft interview questions.

9	5:01	Search firm interview 1	Information/ Discussion	Hensey	a) Wahl & Associates Proposal*
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- The Board conducted a 40-minute interview with Wahl.

10	5:50	Search firm interview 2	Information/ Discussion	Hensey	a) Nonprofit Professionals Now proposal*
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- The Board conducted a 40-minute interview with Zach.

11	6:41	Search firm interview 3	Information/ Discussion	Hensey	a) Solid Ground Consulting proposal*
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- The Board conducted a 40-minute interview with Morris and Stork.

12	7:30	Executive Director search firm selection discussion	Discussion/ Decision	Hensey/ Masterson	N/A
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- A long discussion was held on the three search firm candidates outlining each's strengths and weakness and strategizing how each would contribute to the organization.

MOTION: Guebert moved to hire Nonprofit Professional Now (NPR) to undertake the search process for the new Executive Director

Masterson 2nd

Motion passed unanimously

- The Board followed up on agenda topic # 7 and briefly discussed how to fill the vacant seat of Board Director.
- Hensey provided Sanneman with an overview of the options discussed prior to her arrival.

MOTION: Masterson moved to appoint Sanneman to the Board At-Large 2 seat after Hensey resigns immediately following the February Board meeting

Guebert 2nd

Motion passed unanimously

CONSERVATION LEGACY



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13	8:32	Land Legacy Program <ul style="list-style-type: none"> • Executive Session held for discussion of real estate negotiations [ORS 192.660(2)(e)]. • Decisions related to Executive Session 	Discussion/ Decision	Brown	a) Resolution No.2020-01-01, Disposing of and Acquiring Real Property Interest*
<p>Executive session entered at 8:32pm. Executive session ended at 8:50pm</p> <p>MOTION: Guebert moved to approve Resolution No. 2020-01-01 as discussed in Executive Session Masterson 2nd Motion passed unanimously</p>					
CLOSING ITEMS					
14	8:52	<ul style="list-style-type: none"> • Announcements and reminders • Action items • Adjourn meeting 	Information	Hensey	N/A
<ul style="list-style-type: none"> • Brown confirmed the meeting with the Board and the organizational consultants on January 14th. <ul style="list-style-type: none"> ○ Masterson will work with Brown, Heffernan, and Hall to create the agenda for the meeting on January 14th. • Brown announced that the Equity Team was ready to send their first drafts of parts of the Equity Plan to Community Engagement Liaisons (CELS) for review. <ul style="list-style-type: none"> ○ Brown asked for the Board’s input on the approval process. The Board requested to circulate the documents to the Board with a limited time to offer input and then the Equity Team can send them to CELS. • Brown announced that the Board meeting agenda in February will include a 2020/2021 budget discussion. • Hensey reminded the Board that Sanneman will need to be sworn in as the Board Director at the February meeting. <p>Meeting adjourned at 8:58pm</p>					

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.	Chair	ASAP	Pending
2	12/2/19	Research what other comparable organizations policies are regarding unpaid leave benefits for sabbatical leave and bring that information back to the Board at a subsequent meeting.	Brown/Mitten	ASAP	Pending
3	1/6/20	Reach out to Till and Rossi to see if they are interested in voting on the OACD Articles of Incorporation.	Brown	ASAP	Completed
4	1/6/20	Add back the list of staff partner and other committee representation to the Board meeting agendas.	Brown/Nelson	ASAP	Completed
5	1/6/20	Seek guidance from ODA on a proper process for Hensey’s resignation and swearing in Sanneman.	Brown/Nelson	ASAP	Completed
6	1/6/20	Get clarity on the terms for the board positions and include this in the Board members bios on the website	Mitten/Brown	ASAP	Completed
7	1/6/20	Send calendar invite to the Board for the meeting on January 14 th .	Nelson	ASAP	Completed

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8	1/6/20	Work with Mary and Kay to develop an agenda for the work session on January 14th.	Masterson/Brown	ASAP	Completed
9	1/6/20	Contact NPN to start the engagement and contracting process.	Brown	ASAP	Completed

EMSWCD Board Members, Committees and Meeting Dates

EMSWCD Board			EMSWCD Committees				
Members	Positions	Officers	Budget	Land Legacy	Personnel	Grants	PIC
Gabrielle Rossi	Director - Zone 1	Treasurer	X	X			
Laura Masterson	Director - Zone 2	Vice-Chair	X	Co-Chair	X		
Mike Guebert	Director - Zone 3		X	X	Chair	X	
Rick Till	Director - At-Large 1	Secretary	X	X	X	X	X
Allison Hensey	Director - At-Large 2	Chair					
Dianna Pope	Director - Emeritus		X				
Carrie Sanneman	Director - Associate		X	Co-Chair		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		
		February	3				TBD
		March	2	2	30		
		April	6	6			
		May	4	4	18		
		June	1				

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